

NOTICE OF 7th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th (Seventh) Annual General Meeting (“AGM”) of the Members of **MPS Interactive Systems Limited** (“the Company”) will be held on Friday, 29 August 2025, at 03:00 P.M.(IST), through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) for the purpose of which, the Registered Office of the Company, situated at RR Towers IV, Super A, 16/17, Thiru-VI-KA Industrial Estate, Guindy, Chennai, Tamil Nadu-600032, shall be deemed as the venue for the AGM and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of First (1st) Interim Dividend of 2% i.e. INR 0.20/- and Second (2nd) Interim Dividend of 4.6% i.e. INR 0.46/- per equity shares on 6,20,00,000 equity shares of face value of INR 10/- each, for the financial year 2024-25.
3. To consider and approve the re-appointment of Ms. Yamini Tandon (DIN:06937633), Non-Executive Director, who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS(ES):

4. **Regularization of Additional Director, Mr. Karthik Bhat Khandige (DIN:06730563) as Director.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof), and provisions of the Articles of Association of the Company, Mr. Karthik Bhat Khandige (DIN:06730563), who was appointed as an Additional Director (Non-Executive) by the Board of Directors with effect from 01 January 2025 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-Executive) of the Company.

RESOLVED FURTHER THAT Mr. Rahul Arora, Chairman and CEO, and Mr. Raman Sapra, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be required to give effect to this resolution.”

5. **Regularization of Additional Director, Ms. Jayantika Dave (DIN:01585850) as Director.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof), and provisions of the Articles of Association of the Company Ms. Jayantika Dave (DIN:01585850), who was appointed as an Additional Director (Non- Executive), by the Board of Directors with effect from 16 May 2025 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-Executive) of the Company.

RESOLVED FURTHER THAT Mr. Rahul Arora, Chairman and CEO, and Mr. Raman Sapra, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be required to give effect to this resolution.”

**By Order of the Board
For MPS Interactive Systems Limited**



**Raman Sapra
Company Secretary
FCS: 9233**

Place: Noida, Uttar Pradesh
Date: 15 May 2025

Registered Office:
RR Towers IV, Super A,
16/17, Thiru-Vi- KA Industrial Estate,
Guindy, Chennai - 600 032, Tamil Nadu
CIN: U74999TN2018PLC122594
E-mail:secretarial@mpslimited.com

IMPORTANT NOTES:-

1. The Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated 08 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 03/2022 dated 05 May 2022 and 11/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19 September 2024 (“MCA Circulars”) in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, permitted for holding the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held through VC/OAVM, the physical attendance of members has been dispensed with, accordingly, the facility to appoint proxies to attend and cast votes for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Members attending the AGM through the VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate members intending to send their duly authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution together with their specimen signatures to the Company, authorizing their representative to attend and vote on their behalf in the Meeting to the Company at secretarial@mpslimited.com.
5. In terms of Section 152 of the Act:
 - i. Re-appointment of Ms. Yamini Tandon (DIN: 06937633), Director liable to retire by rotation:

Brief resume of Ms. Yamini Tandon which includes the nature of her expertise in specific functional areas, name of the companies in which Ms. Yamini Tandon holds Directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships between Directors *inter-se*, as stipulated under Secretarial Standard on General Meetings, are provided in the Annexure to this Notice.

- ii. Regularization of Mr. Karthik Bhat Khandige (DIN:06730563) as Director:

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Brief resume of Mr. Karthik Bhat Khandige which includes the nature of his expertise in specific functional areas, name of the companies in which Mr. Karthik Bhat Khandige holds Directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships between Directors *inter-se*, as stipulated under Secretarial Standard on General Meetings, are provided in the Annexure to this Notice.

iii. Regularization of Ms. Jayantika Dave (DIN:01585850) as Director:

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Brief resume of Ms. Jayantika Dave which includes the nature of her expertise in specific functional areas, name of the companies in which Ms. Jayantika Dave holds Directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships between Directors *inter-se*, as stipulated under Secretarial Standard on General Meetings, are provided in the Annexure to this Notice.

6. Members seeking any information with regard to Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting.
7. Pursuant to the amendments introduced in the Income Tax Act, 1961 (“the IT Act”) vide Finance Act, 2020, w.e.f. 01 April 2020, dividend declared, paid, or distributed by a Company on or after 01 April 2020 is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/WHT would depend upon the category and residential status of the shareholder.
8. Members may join the 7th AGM through the VC/OAVM Facility by following the Zoom Meeting link i.e. <https://us06web.zoom.us/j/7901256653>. The same shall be kept open for the Members from 02:45PM (IST) i.e. 15 minutes before the time scheduled to start the 7th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 7th AGM.

By Order of the Board
For MPS Interactive Systems Limited



Raman Sapra
Company Secretary
FCS: 9233

Place: Noida, Uttar Pradesh
Date: 15 May 2025

Registered Office:
RR Towers IV, Super A,
16/17, Thiru- Vi-KA Industrial Estate,
Guindy, Chennai - 600 032, Tamil Nadu
CIN: U74999TN2018PLC122594
E-mail:secretarial@mpslimited.com

Annexure to the Notice
(For Item No.3)

Details of the Director seeking Re-appointment as required under Secretarial Standard on General Meetings (SS-2) issued by ICSI are furnished below:

Name of Director	Ms. Yamini Tandon
DIN	06937633
Date of Birth	27 January 1986
Age	39 Years
Educational Qualifications	Graduation in Political Science and Post Graduate Program in Management from Indian School of Business, Hyderabad.
Date of Appointment (Initial)	24 May 2021
Nature of Expertise	Post-Merger Integration and Turnaround Management.
Experience	Served as Executive Vice- President of MPS North America, LLC (Subsidiary of MPS Limited) worked as a Senior Consultant with Gallup Consulting across their US and India offices, and as a Strategic Planner at Euro RSCG in New Delhi, India.
Directorships held in other companies in India #	MPS Interactive Systems Limited MPS Limited
Shareholding in the Company	Nil
Disclosure of relationships between directors inter-se	Mr. Rahul Arora, Chairman & CEO, is spouse of Ms. Yamini Tandon.
Number of Board meetings attended during the year	4
Terms and Conditions	The term and conditions as already discussed and agreed by Board, are in accordance with the Companies Act, 2013.
Remuneration	Sitting Fees paid to Ms. Yamini Tandon
Remuneration (Last drawn)	3,00,000/- (Sitting Fees)
* Chairpersonship / Membership of committees in other companies in India	MPS Limited <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Chairperson • Corporate Social Responsibility Committee- Member • Risk Management Committee- Member

Directorship indicates directorship in Indian Public Companies including MPS Interactive Systems Limited.

* Chairpersonship/ Membership of committees indicates Chairpersonship/ Membership of committees in Indian Public Companies including MPS Interactive Systems Limited.



MPS Interactive Systems Limited

4th Floor, Tower-A, Windsor IT Park, A-1, Sector-125, Noida,
Uttar Pradesh-201303, India, Tel: +91 120-4599750

Annexure to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4: Regularization of Additional Director, Mr. Karthik Bhat Khandige (DIN:06730563) as the Director of the Company.

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013, the Board of Directors had appointed Mr. Karthik Bhat Khandige (DIN:06730563) as an Additional Director of the Company on 29 November 2024, who will hold office upto the date of ensuing Annual General Meeting. The Directors propose to regularize appointment of Mr. Karthik Bhat Khandige as Director of the Company.

The Company has received consent to act as a Director of the Company in Form DIR-2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR-8.

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 4 of the notice for approval by the shareholders.

None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

Details of the Director seeking Appointment as required under Secretarial Standard on General Meetings (SS-2) issued by ICSI are furnished below:

Name of Director	Mr. Karthik Bhat Khandige
DIN	06730563
Date of Birth	31 August 1982
Age	42 Years
Educational Qualifications	Chartered Accountant, Post-Graduate Programme in Management from Indian School of Business (ISB), Hyderabad, Bachelor of Commerce.
Date of Appointment (Initial)	01 January 2025
Nature of Expertise	Significant leadership roles as both an investor and a business operator.
Experience	<p>Karthik is the Founder and Managing Partner of Force Ventures, a venture firm specializing in early-stage investments from pre-seed and seed to Series A rounds.</p> <p>With over 20 years of experience, Karthik has held significant leadership roles as both an investor and a business operator.</p> <p>From 2001 to 2009, Karthik worked with prominent firms such as SB Billimoria (now Deloitte India) and Goldman Sachs Equity Research. Following his MBA from the Indian School of Business (ISB) in 2010-2011, he has played a pivotal role in the startup ecosystem, advising, building, and investing in over 75 high-growth startups. His investment portfolio spans public and private markets, including both equity and debt.</p> <p>Karthik's notable tenure in the startup ecosystem includes leadership positions at Zephyr Peacock India Fund, part of the global Zephyr Management Group, and Dailyhunt, a leading unicorn in local language content in India. He later founded and led Ubiquity Capital, focusing on early-stage venture debt, successfully overseeing the deployment and syndication of debt capital across more than 20 companies with zero delinquencies and top-tier IRRs.</p> <p>In recognition of his impact, Karthik was ranked among India's most prolific angel investors by Moneycontrol and Inc42 in 2022 and 2023. He holds an MBA from ISB Hyderabad, has cleared the CFA level 3 exams from the CFA Institute (USA), and is a Chartered Accountant from The Institute of Chartered Accountants of India.</p>
Directorships held in other companies in India #	Disk Finance and Investment Private Limited Ubiquity Crest Private Limited MPS Limited MPS Interactive Systems Limited
Shareholding in the Company	<p>i. Own- Nil</p> <p>ii. For other persons on a beneficial basis- K Ishwara Bhat (HUF) in which Mr. Karthik Bhat Khandige is a Member, holds 2,240 shares of the Company.</p>

Disclosure of relationships between directors inter-se	Nil
Number of Board meetings attended during the year	1
Terms and Conditions	The term and conditions as already discussed and agreed by Board, are in accordance with the Companies Act, 2013.
Remuneration	Mr. Khandige Karthik Bhat will be eligible for sitting fees.
Remuneration (Last drawn)	1,00,000/- (sitting Fees)
* Chairpersonship / Membership of committees in other companies in India	MPS Limited <ul style="list-style-type: none"> • Audit Committee- Member

Directorship indicates directorship in Indian Public Companies including MPS Interactive Systems Limited.

* Chairpersonship/ Membership of committees indicates Chairpersonship/ Membership of committees in Indian Public Companies including MPS Interactive Systems Limited.



MPS Interactive Systems Limited
4th Floor, Tower-A, Windsor IT Park, A-1, Sector-125, Noida,
Uttar Pradesh-201303, India, Tel: +91 120-4599750

Annexure to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5: Regularization of Additional Director Ms. Jayantika Dave (DIN:01585850) as the Director of the Company.

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013, the Board of Directors had appointed Jayantika Dave (DIN:01585850) as an Additional Director of the Company at their meeting held on 16 May 2025, who will hold office upto the date of ensuing Annual General Meeting. The Directors propose to regularize appointment of Jayantika Dave (DIN: 01585850) as Director of the Company.

The Company has received consent to act as a Director of the Company in Form DIR-2 and a declaration that she is not disqualified from being appointed as a Director of the Company in Form DIR-8.

The Board of Directors recommends the Ordinary Resolution set forth as Item No. 5 of the notice for approval by the shareholders.

None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

Details of the Director seeking Appointment as required under Secretarial Standard on General Meetings (SS-2) issued by ICSI are furnished below:

Name of Director	Ms. Jayantika Dave
DIN	01585850
Date of Birth	24 January 1955
Age	70 Years
Educational Qualifications	Economics Honours graduate and Master's in Business Administration from the Faculty of Management Studies, Delhi University.
Date of Appointment (Initial)	16 May 2025
Nature of Expertise	Human Resources, Personality Development
Experience	<p>Ms. Jayantika Dave is an Independent, Non-Executive Director on the Ingersoll-Rand India Board, and is a Founder Trustee of the KN Dave Educational Trust. She is also an Executive Coach, and a consultant on HR Strategy.</p> <p>Prior to these roles, she was the Vice-President-Human Resources in Ingersoll-Rand India and led the Human Resource strategy and direction for Ingersoll Rand's aggressive growth plans in India. Under her leadership, Ingersoll Rand India was repeatedly recognized as an Employer of Choice, and the Human Resources team won a number of awards for excellence in Leadership Development and for Innovative HR Practices. Before this, she was the Vice-President of Human Resources for Agilent Technologies in India, and also Head, Leadership Development, Hewlett Packard India. She has also worked as consultant in different areas of business and as an entrepreneur.</p> <p>Throughout her multifaceted, 35+ years of long career, she has always been a key business consulting partner, as well as the architect for senior leadership development, a coach for the senior leaders in the organization in India, and a mentor for the HR team. Her role has involved growing, acquiring, and divesting businesses, and building organization capability. She has had multisector experience in the Industrial, Hi-Tech, and Financial Services sector, and with diverse teams - Sales, R&D, and Support.</p> <p>She is a certified Executive Coach from ICF, a certified Assessor for the Intercultural Development Inventory (IDI), for Myers Briggs Type Indicator (MBTI), and for Personality & Profiles Inventory (PAPI). She is an Economics Honours graduate from Lady Shri Ram College, Delhi University, and has a Master's in Business Administration from the Faculty of Management Studies, Delhi University.</p>
Directorships held in other companies in India #	Ingersoll-Rand (India) Limited MPS Limited MPS Interactive Systems Limited
Shareholding in the Company	Nil
Disclosure of relationships between directors	Nil

inter-se	
Number of Board meetings attended during the year	0
Terms and Conditions	The term and conditions as already discussed and agreed by Board, are in accordance with the Companies Act, 2013.
Remuneration	Ms. Jayantika Dave will be eligible for sitting fees.
Remuneration (Last drawn)	Not Applicable
* Chairpersonship / Membership of committees in other companies in India	<p>MPS Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Member <p>Ingersoll-Rand (India) Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairperson • Stakeholder Relationship Committee - Chairperson • Audit Committee- Member • Corporate Social Responsibility Committee- Member

Directorship indicates directorship in Indian Public Companies including MPS Interactive Systems Limited.

* Chairpersonship/ Membership of committees indicates Chairpersonship/ Membership of committees in Indian Public Companies including MPS Interactive Systems Limited.

Directors' Report

To
The Members,

Your Directors have pleasure in presenting the 7th Annual Report on the business and operations together with the Audited Accounts for the financial year ended 31 March, 2025.

1. FINANCIAL SUMMARY AND STATE OF COMPANY AFFAIRS

The Company's financial performance for the year under review along with the previous year's figures are summarized below:

(INR in Lacs)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Revenue from operations	6418.66	8,275.07
Other Income	811.34	308.22
Total Income	7230.00	8,583.29
Total Expenses	5262.92	7,336.49
Finance Charges	103.68	246.11
Depreciation and amortization expense	348.14	394.90
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	987.87	1,579.59
Profit Before Tax (PBT)	2558.15	1,246.80
Provision for Tax	573.20	264.97
Net Profit After Tax	1984.95	981.83
Total other comprehensive income for the year, net of tax	5.08	(13.68)
Total comprehensive income for the year	1990.03	968.15
Earnings per equity share (nominal value of share INR 10) (Expressed in absolute amount in INR)		
Basic	3.20	1.58
Diluted	3.20	1.58

2. OPERATIONAL HIGHLIGHTS

Your Company is a premium B2B learning and platform solutions company that powers the education, research, and corporate markets in their quest to engage with their learners meaningfully.

The revenue of the Company for the year ended 31 March 2025 was INR 6418.66 Lacs, as compared to INR 8,275.07 Lacs, during the previous year. The profit before tax for the year ended 31 March 2025 was INR 2558.15 Lacs and the profit after tax and before other comprehensive income was INR 1984.95 Lacs as compared to the previous year's profit before tax of INR 1,246.80 Lacs and profit after tax and before other comprehensive income of INR 981.83 Lacs.

3. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company for the year under review.

4. DIVIDEND

The Board of Directors of the Company, in their meeting held on 28 October 2024, had recommended an Interim Dividend of 2% i.e. INR 0.2/- per equity share on 6,20,00,000 equity shares of the face value of INR 10/- each and the said dividend be paid within 30 days of such approval to the Shareholders.

The Board of Directors of the Company, in their meeting held on 22 January 2025, had recommended Second Interim Dividend of 4.6% i.e. INR 0.46/- per equity share on 6,20,00,000 equity shares of the face value of INR 10/- each and the said dividend be paid within 30 days of such approval to the Shareholders.

5. TRANSFER TO RESERVES

Your directors do not propose to transfer any amount to the general reserve and the entire amount of profit for the year forms part of the 'Retained Earnings'.

6. SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

The Company has three subsidiaries i.e. Liberate Group i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia) and App-eLearn Pty Ltd (Australia) ("Liberate Group").

Further pursuant to Rule 6 of Companies (Accounts) Rules, 2014, amended by Companies (Accounts) Amendment Rules, 2016 dated 27 July 2016, the Company is exempted from preparing the consolidated financial statements as MPS Limited (Holding Company) of the Company, prepare and submit the consolidated financial statements with the Registrar of Companies.

7. NAME OF COMPANIES THAT HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES, OR ASSOCIATE COMPANIES, DURING THE YEAR

During the year ended 31 March 2025, Liberate Learning Limited (New Zealand), a step-down subsidiary of the Company, has been voluntarily dissolved on 07 November 2024, as per the applicable Laws of the New Zealand, and ceased as a step-down subsidiary of the Company. This dissolution will not affect the revenues or business of the Company.

Besides, there are no other companies that have ceased to be subsidiaries of the Company during the financial year ended 31 March 2025.

8. TRANSFER OF UNCLAIMED/SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

There is no dividend that is due for transfer to the Investor Education and Protection Fund and hence, the provisions of this section are not applicable.

9. SHARE CAPITAL

The paid-up equity shares capital of the Company as of 31 March 2025 is INR 6,200.00 Lacs. During the financial year 2024-25, there has been no change in the authorized, issued, subscribed, and paid-up equity share capital of the Company. Further, the Company has no other type of securities except equity shares forming part of the Share Capital of the Company.

10. THE DETAILS OF DIRECTORS, AND KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR RESIGNED DURING THE YEAR

Director Retiring by Rotation

Pursuant to Section 152 of the Companies Act, 2013, and the Articles of Association of the Company, Ms. Yamini Tandon (DIN:06937633), retires by rotation at the ensuing AGM of the Company and being eligible, offers herself for re-appointment. Accordingly, a resolution is included in the Notice of the 7th AGM of the Company, seeking approval of members for her reappointment as a Director of the Company.

Changes in the Board

During the Financial Year 2024-25, the following changes took place in the composition of the Board of Directors of the Company:

• Appointment of Non- Executive Directors:

- Mr. Karthik Bhat Khandige (DIN:06730563) was appointed as Additional Director under the category of Non- Executive, of the Company by the Board of Directors on 29 November 2024, with effect from 01 January 2025 and who holds office up to the date of this Annual General Meeting.

Mr. Ajay Mankotia (DIN: 03123827) retired as an Independent Director of the Company with effect from 29 January 2025, upon completion of his tenure.

- Subsequently, Ms. Jayantika Dave (DIN:01585850) was appointed as Additional Director under the category of Non- Executive, of the Company by the Board of Directors on 16 May 2025, and who holds office up to the date of this Annual General Meeting.

Board Composition

As of 31 March 2025, the Company's Board has the strength of 3 (Three) Directors including 1 (One) Woman Director. The Chairman of the Board is an Executive Director. The composition of the Board is as below:

Category	Number of Directors
Executive Director	1
Independent Non-Executive Director	0
Non-Independent Non-Executive Director	2

Key Managerial Personnel

During the Financial Year 2024-25, the following changes took place in the Key Managerial Personnels (KMPs) of the Company:

Mr. Sunit Malhotra relinquished his office as the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company upon reaching the age of superannuation, with effect from the close of business hours on 20 May 2024. Pursuant to his retirement, Ms. Prarthana Agarwal was appointed as the Chief Financial Officer and designated as a KMP of the Company, with effect from the commencement of business hours on 21 May 2024.

The details of KMPs of the Company in accordance with Section 2(51) and Section 203 of the Companies Act, 2013, read with rules framed thereunder, as of 31 March 2025, are as follows:

S.No.	Name of KMPs	Designation
1.	Mr. Rahul Arora	Chairman and CEO
2.	Ms. Prarthana Agarwal	Chief Financial Officer
3.	Mr. Raman Sapra	Company Secretary

11. BOARD MEETINGS

The Board of the Company met 4 (Four) times during the financial year 2024-25, i.e. on 20 May 2024, 07 August 2024, 28 October 2024, and 22 January 2025, to transact the business of the Company. The time gap between any two consecutive Board Meetings did not exceed 120 days.

Name of the Director	Number of Meetings entitled to attend	Number of Board Meetings attended
Mr. Rahul Arora	4	4
Mr. Ajay Mankotia*	4	4
Ms. Yamini Tandon	4	4
Mr. Karthik Bhat Khandige	1	1

*Mr. Ajay Mankotia retired as an Independent Director on the Board of the Company, effective from 29 January 2025 and Mr. Karthik Bhat Khandige was appointed as Director of the effective from 01 January 2025.

12. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, and Companies (Management and Administration) Rules, 2014, the Annual Return of the Company containing the particulars as prescribed under Section 92 of the Companies Act, 2013, in Form MGT-7, is available on the Company's website at the web link <https://www.eidesign.net/>.

13. DEPOSITS

During the year, your Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

The Company is in compliance with Section 186 of the Companies Act, 2013, in respect of loans and investments made by the Company, as applicable. The particulars of the same have been disclosed in the notes to the financial statements of the Company, forming part of the Annual Report.

15. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge, hereby state and confirm the following:

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared these Annual Accounts on a going concern basis;

- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and generally operating effectively.

16. INTERNAL FINANCIAL CONTROLS (IFC) SYSTEM AND THEIR ADEQUACY

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of Internal Audit, the M/s PricewaterhouseCoopers Private Limited ('PWC'), the Internal Auditors of the Company, reports to the Chairman of the Audit Committee of the Holding Company i.e. MPS Limited.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the Control.

The Board of the Company is undertaking a comprehensive system of internal audits and periodic assessments to ensure compliance with best practices. The Company has laid down Internal Financial Controls as detailed in the Companies Act, 2013.

The Internal Audit team of PWC conducts quarterly internal audits across the Company, which include a review of the operating effectiveness of internal controls.

17. STATUTORY AUDITORS AND AUDIT REPORTS

Statutory Auditors

Pursuant to Section 139(1) of the Companies Act, 2013, M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), was appointed as the Statutory Auditors of the Company by the Shareholders at the 3rd Annual General Meeting ("AGM") of the Company for a period of 5 years i.e. to hold office till the conclusion of the 8th AGM to be held in the calendar year 2026.

Statutory Auditors' Report

The Auditor's Report on the Financial Statements of the Company for the financial year ended 31 March 2025 read with relevant Notes thereon is self-explanatory and therefore does not call for any further explanations. The Auditors' Report does not contain any qualification, reservation, or adverse remark.

Details in respect of frauds reported by Auditors

During the year under review, the Statutory Auditors have not reported any matter under the second proviso of Section 143(12) of the Companies Act, 2013, and therefore no details are required to be disclosed under Section 134 (3)(ca) of the Companies Act, 2013.

18. SECRETARIAL AUDIT

Pursuant to Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. R. Sridharan & Associates, Company Secretaries, the Secretarial Auditors of the Company, had carried out the Secretarial Audit of the Company, for the financial year 2024-25. The Secretarial Audit

Report as given by the Secretarial Auditors, in Form No. MR-3 is annexed to this Report as “Annexure-A”.

The Secretarial Auditors have not expressed any qualification, reservation, or adverse remark in their report and the report is self-explanatory. The Secretarial Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013, and therefore no details are required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

19. FORMAL ANNUAL EVALUATION

Pursuant to Section 134(3)(p) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, All the listed Companies and public companies having a paid-up share capital of INR 25 Crores or more calculated at the end of the preceding financial year, shall include in the report by its Board of Directors, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and Individual Directors.

The Directors in the Holding Company (i.e. MPS Limited) and the Company are common; the performance evaluation of the Directors and the individual directors has already been carried out by the Holding Company.

20. HOLDING COMPANY

MPS Limited is the Holding Company and holds 100% shares of the Company.

21. CORPORATE SOCIAL RESPONSIBILITY

MPS Interactive Systems Limited has been an early adopter of Corporate Social Responsibility (“CSR”) initiatives. In terms of the provisions of Section 135 of the Act, the Company has not constituted a CSR Committee as the CSR amount spent by the Company did not exceed fifty lakh rupees. The Company has also formulated a CSR Policy which is available on the website of the Company viz <https://www.eidesign.net/csr/> .

During the year, your Company spent INR 30.55 Lacs on CSR activities which is more than 2% of the average of the net profits of the Company during the past three financial years. In accordance with the provisions of Section 134(3)(o) of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, a report on Corporate Social Responsibility covering a brief extract of the CSR policy of the Company and the CSR projects undertaken during the financial year 2024-25, is annexed as “Annexure-B” to this Report.

22. APPOINTMENT OF INDEPENDENT DIRECTOR AND CONSTITUTION OF COMMITTEES

MPS Interactive Systems Limited being a wholly owned subsidiary of MPS Limited and the Company is exempted from appointment of Independent Director and constituting Audit and Nomination and Remuneration Committee under Rule 4(2) of Companies (Appointment and Qualification of Directors) Rules, 2014.

23. CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION AND FOREIGN EXCHANGE EARNINGS AND OUT-GO

Pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the following information is provided:

A. Conservation of Energy:

Your Company is not an energy-intensive unit and thus disclosure requirements with respect to Conservation of Energy are not applicable. However, continuous efforts are made to conserve energy in the operations of the Company.

B. Technology Absorption

Particulars regarding Technology Absorption are annexed to this Report as “Annexure- C”.

C. Foreign Exchange earnings and Outgo

During the year under review, foreign exchange earned through exports was INR 5998.26_Lacs as against INR 7,524.48 Lacs for the previous period ended 31 March 2024. Foreign exchange outgo was INR 854.92 Lacs as against INR 879.72 Lacs for the previous period ended on 31 March 2024. Thus, the net foreign exchange earned by the Company during the year ended 31 March 2025 was INR 32.10 Lacs.

24. RELATED PARTY TRANSACTIONS

All related party transactions entered during the financial year 2024-25, were in the ordinary course of business and on an arm’s length basis and are in accordance with the provisions of the Companies Act, 2013, rules made thereunder, and applicable Accounting Standards.

During the year, the Company has not entered into any related party transaction that had a conflict with that of the Company at large. Further, the Company has not entered into any material related party transactions, as specified in Section 188(1) of the Companies Act, 2013, with any of its related parties. The details of related party transactions as entered into by the Company are disclosed in the financial statements of the Company.

Further, pursuant to the provisions of Section 188 of the Companies Act, 2013, read with rules framed thereunder, the disclosure of particulars of contracts/arrangements with related parties in Form AOC-2, is annexed to this Report as “Annexure-D”.

25. RISK MANAGEMENT POLICY

Your Company has a robust mechanism to review business risks and has been taking steps to mitigate such risks. The Company’s management systems, organizational structure, processes, standards, and behavior together form a system that governs how the Company conducts its business and manages the associated risks.

26. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

27. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a Policy on Prevention and Prohibition of Sexual Harassment at the Workplace and has also put in place a redressal mechanism for resolving complaints received with respect to sexual harassment. Internal Complaints Committee have been constituted at all the

locations of the Company in India to redress the complaints, if any, received. The details of the complainant are kept confidential.

During the year, no complaint was received from Noida, Mumbai, Kolkata, Chennai, and Bengaluru Branch.

28. THE DETAIL OF THE APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year, no application was made or any proceeding pending under the insolvency and bankruptcy code, 2016 (31 of 2016) during the year along with their status as of the end of the Financial Year.

29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY ANY REGULATORS OR COURT

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in the future.

30. SIGNIFICANT DEVELOPMENTS AFTER THE CLOSE OF THE FINANCIAL YEAR

No significant change or development, that could affect the Company's financial position, has occurred during the end of the financial year and the date of this Report.

31. OTHER DISCLOSURES

There were no transactions on the following matters during the year under review and hence no reporting or disclosure is required:

- Issue of equity shares with differential rights as to dividend, voting, or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except the Employees' Stock Option Scheme referred to in this Report.
- There was no instance of a one-time settlement with any Bank or Financial Institution.

32. ACKNOWLEDGMENTS

Your directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, and Central and State Governments for their consistent support and encouragement of the Company. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation, and support.

For and on behalf of the Board of Directors

Date: 15 May 2025
Place: Germany


Rahul Arora
Chairman & CEO
DIN: 05353333

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
MPS INTERACTIVE SYSTEMS LIMITED
CIN:U74999TN2018PLC122594
RR Tower IV, Super A, 16/17,
Thiru-Vi-Ka Industrial Estate, Guindy,
Chennai - 600032.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MPS INTERACTIVE SYSTEMS LIMITED** (hereinafter called "the Company") [Corporate Identification Number: U74999TN2018PLC122594] for the financial year ended 31st March, 2025. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period for the financial year ended 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Since the Company is an unlisted Company, the question of complying with the provisions of the Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under does not arise;



...Continuation Sheet

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (Not Applicable during the year under review)

(iv) The Company has complied with the applicable provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investments. There was no Foreign Direct Investment and External Commercial Borrowings during the year under review;

(v) Since the Company is an unlisted Company, the following Regulations (a to i) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the company during the period under review.

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

(vi) The Management of the Company identified and confirmed the following Laws/ Rules are specifically applicable to them:

1. The Information Technology Act, 2000 and the Rules made there under
2. The Special Economic Zones Act, 2005 and the Rules made there under

3. The Software Technology Parks of India rules and regulations
4. The Trade Marks Act, 1999
5. The Patents Act, 1970
6. The Copyrights Act, 1957

We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the systems and mechanisms established by the Company are adequate to ensure compliance of laws as mentioned above.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) (as amended) and Guidance Note on Meetings of the Board of Directors and General Meetings (revised) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered with Stock Exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Not applicable as the Securities of the Company are not listed on any Stock Exchange).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Director and Independent Director of MPS Limited, the holding Company, on the Board of the Company as per Regulation 24 of the Listing Regulations. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the year under review, Board Meetings convened through Video Conferencing were in compliance with the provisions of Section 173 (2) of the Act read with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014. Further, the Circulars, Regulations and Guidelines issued by the Ministry of Corporate Affairs, and other relevant



Based on the verification of the records and minutes, the decisions were carried out with the consent of the Board of Directors and no Director dissented on the decisions taken at such Board Meetings. Further, as per the minutes of the general meetings duly recorded and signed by the Chairman, the decisions were unanimous and no dissenting views have been recorded.

We further report that based on review of compliance mechanism established by the Company and to the best of our information and according to explanations given to us by the Management and also on the basis of the Compliance certificates issued by the Chief Financial Officer and Company Secretary under various statutes as mentioned above in clause (vi) and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws.

We further report that as per the information and explanations provided by the Management, the company is a material unlisted wholly owned subsidiary of MPS Limited (Listed entity) as per Regulation 24A read with Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that during the audit period, there were no specific events having major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines and standards.

PLACE : CHENNAI
DATE : 15TH MAY, 2025

For **R.SRIDHARAN & ASSOCIATES**
COMPANY SECRETARIES



CS R.SRIDHARAN

CP No. 3239

FCS No. 4775

PR NO.6232/2024

UIN: S2003TN063400

UDIN:F004775G000349856

This report is to be read with our letter of even date which is annexed as ANNEXURE -1 and forms an integral part of this report.

The Members
MPS INTERACTIVE SYSTEMS LIMITED
CIN:U74999TN2018PLC122594
RR Tower IV, Super A, 16/17,
Thiru VI KA Industrial Estate, Guindy,
Chennai - 600032.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records as per the Auditing Standards (CSAS-1 to CSAS-4) and Guidance Notes on ICSI Auditing Standards and Guidance Note on Secretarial Audit issued by The Institute of Company Secretaries of India. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be filed by the company under the specified laws.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. It is the responsibility of the management of the company to devise proper systems to ensure compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards and to ensure that the systems are adequate and operate effectively. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE : CHENNAI
DATE : 15TH MAY, 2025

For **R.SRIDHARAN & ASSOCIATES**
COMPANY SECRETARIES



CS R.SRIDHARAN

CP No. 3239

FCS No. 4775

PR NO.6232/2024

UIN: S2003TN063400

UDIN:F004775G000349856

Annual Report on CSR Activities
 [Pursuant to Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of the CSR Policy of the Company

Your Company believes that Corporate Social Responsibility is a means to achieve a balance of economic, environmental, and social imperatives while addressing the expectations of shareholders and all other stakeholders. The Company's vision is to empower people and communities to build self-reliance through technology while promoting the values of fairness, equity, and respect for human rights.

The objective of the CSR policy (the "Policy") of the Company is to lay down the guiding principles for the selection, implementation, monitoring, and evaluation of CSR activities as well as formulation of the Annual Action Plan, for ensuring growth and advancement of society and conservation of natural resources. The Company's CSR policy is aimed at demonstrating care for the community through its focus on education and health amongst the disadvantaged and marginalized cross-section of society.

2. Composition of CSR Committee: Not Applicable

3. Provide the weblink(s) where the Composition of the CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company -

Web link for Composition of CSR committee -Not Applicable

Web - link for CSR Policy - <https://www.eidesign.net/>

Web - link for CSR projects - <https://www.eidesign.net/csr/>

4. Provide the executive summary along with web link (s) of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:- Not Applicable

5. (a) Average net profit of the company as per section 135(5) - INR 152 Lacs (approx.)

(b) Two percent of the average net profit of the company as per section 135(5) - INR 30.45 Lacs

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years - NIL

(d) Amount required to be set off for the financial year, if any - NIL

(e) Total CSR obligation for the financial year 2024-25 (7a+7b-7c) - INR 30.45 Lacs

6. (a) Amount spent on CSR Projects (both ongoing projects and other than ongoing projects) for the financial year 2024-25

Details of CSR amount spent against ongoing projects for the financial year 2024-25: Nil

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in INR)	Amount spent in the current financial Year (in INR)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency Name CSR Registration Number
				State	District						
Not Applicable											

Details of CSR amount spent against other than ongoing projects for the financial year 2024-25: INR 30.55 Lacs

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent the project (INR Lacs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Name	CSR registration number
1.	KHUSHII- Kinship for Humanitarian and Social Holistic Intervention in India	Promoting Education, including Special Education	No	PAN India		12.85	No	KHUSHII- Kinship for Humanitarian and Social Holistic Intervention in India	CSR00001135
2.	Association for People with Disabilities	Promoting Education, including Special Education	Yes	Bengaluru, Karnataka		8.90	No	Association for People with Disabilities	CSR00001544

3.	Shree Girivanavasi Education Trust	Promoting Education, including	No	Mumbai, Maharashtra	3.60	No	Shree Girivanavasi Education Trust	CSR00011948
4.	KJ Somaiya Medical Trust	Promoting Education,	No	Mumbai, Maharashtra	3.50	No	KJ Somiah Medical Trust	CSR00004527
5.	MA Foundation	Empowering Women and Promoting Education	No	Mumbai, Maharashtra	1.70	No	MA Foundation	CSR00038528
Total					30.55			

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment: Nil

(d) Total amount spent or unspent for the Financial Year [(a)+(b)+(c): INR 30.55 Lacs

Total Amount Spent for the Financial Year (INR in Lacs)	Amount Unspent (INR in Lacs)			
	Total amount transferred to Unspent CSR Account as per Section 135(6)	Date of transfer	Name of the Fund	Date of transfer
30.55	Nil	NA	NA	NA

(e) Excess amount for set off, if any: Nil

S.No.	Particular	Amount (INR in Lacs)
(i)	Two percent of the average net profit of the company as per Section 135(5)	30.45 Lacs
(ii)	Total amount spent for the Financial Year	30.55
(iii)	Excess amount spent for the financial year [(ii)-(i)]	.10
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year	Amount transferred to unspent CSR account under Section 135(6) (in INR)	Balance amount in Unspent CSR Account under Section 135(6) (in INR)	Amount spent in the financial year (in INR)	Amount transferred to a fund specified under Schedule VII as per second proviso to Section 135(5), if any	Amount remaining to be spent in succeeding financial years (in INR)	Deficiency, if any
Not Applicable							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No, The Company has not directly created or acquired any capital asset through CSR spent during the financial year ended 31 March 2025. All CSR expenditure has been done through the implementing agencies.

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5): Not Applicable

For and on behalf of the Board of Directors



Rahul Arora
Chairman & CEO

Place: Germany
Date: 15 May 2025

Disclosure of Particulars with Respect to Research & Development:

1. Specific areas in which R & D was carried out by the Company	<ul style="list-style-type: none"> • Exploring various Generative AI Large Language Models (LLMs), including closed, open-source and multimodal LLMs, to enhance our learning solutions and provide more personalized experiences for users. • We developed an in-house voice-interactive chatbot application called KnowItOwl that leverages LLM APIs, making knowledge access more intuitive and conversational. The capabilities of this customisable bot were displayed in one of our Global Webinar events. • RnD efforts were deployed to build an interactive ai powered Virtual Avatar which would serve as multipurpose agent for coaching, interviewing, and assessments. • Investigating the potential of Three.js library for creating immersive 3D visualizations to improve engagement and comprehension in learning modules. • Researching traditional Machine Learning algorithms in JavaScript for including analytics and learning personalization in e-learning modules to provide more tailored and data driven experiences based on user behavior and preferences. • Exploring AI powered tools for slicing traditional instructor-led video recordings to generate description & use Gen AI to create relevant eLearning modules.
2. Benefits derived from the above R & D	<ul style="list-style-type: none"> • Enhanced user engagement through more interactive and personalized learning experiences • New monetizable offerings such as AI coaches, interviewers, and personalized learning assistants • More effective data visualization techniques leading to better learning • Improved ability to analyze learning patterns and adapt content delivery for optimized outcomes • Future-proofing the organization by staying aligned with rapid advancements in GenAI and machine learning in learning tech
3. Future plan of action	<ul style="list-style-type: none"> • Further development of AI-powered recommendation systems to enhance personalized learning paths • Integration of multimodal AI capabilities to support various learning styles through text, voice, and visual interfaces • Expand use of conversational AI tutors to simulate roleplays and decision-making environments in sales, compliance, and leadership training.

	<ul style="list-style-type: none"> • Creation of an analytics dashboard and 3D html based offerings using Three.js to visualize learning metrics and improve overall learning with 3D elements & games • Continue the exploration of virtual and augmented reality integrations for immersive learning experiences. • Research into adaptive learning algorithms that can dynamically adjust content difficulty based on learner performance & that can be integrated in any LMS/LXP. • Initiate development of metaverse-based learning environments, enabling immersive and social learning experiences for use cases like onboarding, leadership development, and complex procedural training.
4. Expenditure on R & D result	No additional expenditure except standard tools and internal team capacity.

Disclosure of Particulars with Respect to Technology Absorption, Adaptation and Innovation:

<p>Efforts in brief made toward technology absorption, adaptation, and innovation.</p>	<ul style="list-style-type: none"> • Employing AI technologies in the development process to increase turnaround time and improve quality of deliverables by the use of tools like Cursor/Windsurf. • Planning the development of next-gen Authoring tool with integrated AI capabilities to automate content generation (with text/voice authoring capability), curation in learning module development, and supporting exports as SCORM/xAPI compliant packages. • Centralizing documentation and product resources to improve knowledge sharing and access across teams. • Creating comprehensive roadmaps for future product development for product portfolio expansion to have more offerings.
<p>Benefits derived from the above</p>	<ul style="list-style-type: none"> • Streamlined product offering with clear positioning in the market • Reduced development cycles and improved quality through AI tools • Enhanced content creation capabilities with faster turnaround times • Better organized documentation improving team efficiency and knowledge transfer
<p>Imported Technology</p>	<p>Tools like Adobe Suite, AWS, Unity , Articulate 360, Cursor AI & Windsurf AI, and other Gen AI APIs</p>

For and on behalf of the Board of Directors



**Rahul Arora
Chairman & CEO**

Place: Germany
Date: 15 May 2025

Walker Chandniok & Co LLP

Independent Auditor's report to the members of MPS Interactive Systems Limited on the financial statements for the year ended 31 March 2025 (Cont'd)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Director's Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard

Responsibilities of Management and Those Charged with Governance for the Financial Statements

5. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
9. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;



Walker Chandniok & Co LLP

Independent Auditor's report to the members of MPS Interactive Systems Limited on the financial statements for the year ended 31 March 2025 (Cont'd)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

11. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.
12. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
 - b) Except for the matters stated in paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
 - f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 13(b) above on reporting under section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);



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Independent Auditor's report to the members of MPS Interactive Systems Limited on the financial statements for the year ended 31 March 2025 (Cont'd)

- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigation which would impact its financial position as at 31 March 2025;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 43 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 43 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
 - v. The interim dividend declared and paid by the Company during the year ended 31 March 2025 and final dividend paid by the Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year are in accordance with section 123 of the Act to the extent it applies to payment of dividend.
 - vi. As stated in Note 42 to the financial statements and based on our examination which included test checks, except for instances/matters mentioned below, the Company, in respect of financial year commencing on 1 April 2024, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Furthermore, except for instances/ matters mentioned below the audit trail has been preserved by the Company as per the statutory requirements for record retention.



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Independent Auditor's report to the members of MPS Interactive Systems Limited on the financial statements for the year ended 31 March 2025 (Cont'd)

Nature of exception noted	Details of Exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software to log any direct data changes, used for maintenance of purchase order and other accounting records by the Company.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level	The accounting software used for maintenance of payroll processing records is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SSAE 21, Statement on Standards for Attestation Engagements), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year. Further, the audit trail (edit logs) was retained for the period 5 May 2023 to 31 March 2025 at the application level for the accounting software, used for maintenance of payroll processing records by the Company.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Rohit Arora
Partner
Membership No.: 504774
UDIN: 25504774BMIDLX1255



Place: New Delhi
Date: 15 May 2025

Walker ChandioK & Co LLP

Annexure I referred to in paragraph 12 of the Independent Auditor's Report of even date to the members of MPS Interactive Systems Limited on the financial statements for the year ended 31 March 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment and relevant details of right-of-use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not own any immovable property (including investment properties) (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of Companies (Auditor's Report) Order, 2020 (hereinafter referred to as 'the Order') is not applicable to the Company.
- (d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of investments made, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of loans granted, guarantees and security provided by it.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.



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(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii)(a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (Rs.in Lakhs)	Amount paid under Protest (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Goods and Service Tax Act	SCN u/s 73 and GST DRC-07	17.66	1.6	F.Y 2019-20 to 2020-21	Commissioner (Appeals)

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including confirmations received from other lenders and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private



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placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has only one CIC as part of the Group.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the financial statements, our knowledge of the plans of the Board of Directors



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and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Rohit Arora
Partner
Membership No.: 504774
UDIN: 25504774BMIDLX1255



Place: New Delhi
Date: 15 May 2025

Walker Chandniok & Co LLP

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of MPS Interactive Systems Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements .

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are



Walker ChandioK &Co LLP

Annexure II to the Independent Auditor's Report of even date to the members of MPS Interactive Systems Limited on the financial statements for the year ended 31 March 2025

being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For **Walker ChandioK & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora

Rohit Arora

Partner

Membership No.: 504774

UDIN: 25504774BMIDLX1255



Place: New Delhi

Date: 15 May 2025

MPS Interactive Systems Limited
Balance Sheet as at 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)
CIN:U74999TN2018PLC122594

Particulars	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3 i	119.87	200.76
Right-of-use assets	3.2	58.07	107.84
Goodwill	4	7,003.97	7,003.97
Other intangible assets	4	752.57	973.43
Financial assets			
Investments	5(i)	4,445.92	4,445.92
Other financial assets	6 (i)	676.72	371.16
Non current tax assets (net)	7	10.29	182.48
Total non-current assets		13,067.41	13,285.56
Current assets			
Financial assets			
Investments	5(ii)	298.80	-
Trade receivables	9	673.91	1,589.30
Cash and cash equivalents	10 (i)	233.31	229.83
Other financial assets	6 (ii)	7.21	231.87
Other current assets	8 (i)	710.56	780.18
Total current assets		1,923.79	2,831.18
TOTAL ASSETS		14,991.20	16,116.74
EQUITY AND LIABILITIES			
Equity			
Equity share capital			
Other equity	11	6,200.00	6,200.00
Total equity		4,903.06	3,489.65
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13 (i)	260.00	1,010.00
Lease liabilities	13 (ii)	9.39	62.69
Other financial liabilities	15 (i)	-	553.71
Provisions	17 (i)	55.19	52.88
Deferred tax liabilities (net)	12	1,937.49	1,681.04
Total non-current liabilities		2,262.07	3,360.32
Current liabilities			
Financial liabilities			
Borrowings	13 (i)	65.00	190.00
Lease liabilities	13 (ii)	53.30	48.45
Trade payables			
Total outstanding dues of micro enterprises and small enterprises; and	14	26.02	21.64
Total outstanding dues of creditors other than micro enterprises and small enterprises	14	129.61	175.65
Other financial liabilities	15 (ii)	94.25	160.16
Other current liabilities	16	1,134.53	2,384.90
Provisions	17 (ii)	123.36	85.97
Total current liabilities		1,626.07	3,066.77
TOTAL EQUITY AND LIABILITIES		14,991.20	16,116.74
Material accounting policy information	2		
Notes to financial statements	3-43		
The accompanying notes form an integral part of financial statements			

This is balance sheet referred to in our report of even date

For Walker ChandioK & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora

Rohit Arora
Partner
Membership No.: 504774
Place: New Delhi
Date: 15 May 2025



For and on behalf of the Board of Directors of
MPS Interactive Systems Limited

Rahul Arora

Rahul Arora
Chairman, Chief Executive Officer &
Whole Time Director
DIN: 05353333
Place: Berlin, Germany
Date: 15 May 2025

Karthik Bhat

Karthik Bhat Khandige
Director
DIN: 06730563
Place: Bangalore, Karnataka
Date: 15 May 2025



Prarthana

Prarthana Agarwal
Chief Financial Officer
Membership No.: 402811
Place: Noida, Uttar Pradesh
Date: 15 May 2025

Raman Sapra

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 15 May 2025

MPS Interactive Systems Limited
Statement of Profit & Loss for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Note	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations	18	6,418.66	8,275.07
Other income	19	811.34	308.22
Total income		7,230.00	8,583.29
Expenses			
Employee benefits expense	20	3,475.09	4,894.11
Finance costs	21	103.68	246.11
Depreciation and amortization expense	22	348.14	394.90
Other expenses	23	1,336.01	1,801.37
Total expenses		5,262.92	7,336.49
Profit before exceptional items and tax		1,967.08	1,246.80
Exceptional items	26	591.07	-
Profit before tax		2,558.15	1,246.80
Tax expense:			
Current tax	24	295.39	293.80
Adjustment of tax relating to earlier years	24	21.36	4.20
Deferred tax	12	256.45	(33.03)
Total tax expenses		573.20	264.97
Profit for the year		1,984.95	981.83
Other comprehensive income			
Item that will not be reclassified subsequently to profit or loss			
Remeasurement of net defined benefit liability/assets		6.00	(3.00)
Income tax relating to items that will not be reclassified to profit or loss		(1.51)	0.76
Item that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		0.59	(11.44)
Total other comprehensive income/(loss) for the year, net of tax		5.08	(13.68)
Total comprehensive income for the year		1,990.03	968.15
Earnings per equity share (nominal value of share INR 10)			
- Basic and diluted (earnings per equity share expressed in absolute amount in INR)	25	3.20	1.58
Material accounting policy information	2		
Notes to financial statements	3-43		
The accompanying notes form an integral part of financial statements			

This is statement of Profit and Loss referred to in our report of even date
For **Walker Chandio & Co LLP**
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

Rohit Arora

Rohit Arora
Partner
Membership No.: 504774
Place : New Delhi
Date : 15 May 2025



For and on behalf of the Board of Directors of
MPS Interactive Systems Limited

Rahul Arora

Rahul Arora
Chairman, Chief Executive
Officer & Whole Time Director
DIN: 05353333
Place : Berlin, Germany
Date : 15 May 2025

Karthik Bhat

Karthik Bhat Khandige
Director
DIN: 06730563
Place : Bangalore, Karnataka
Date : 15 May 2025

Prarthana

Prarthana Agarwal
Chief Financial Officer
Membership No.: 402811
Place : Noida, Uttar Pradesh
Date : 15 May 2025

Raman Sapra

Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 15 May 2025



MPS Interactive Systems Limited
Statement of Cash Flows for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flows from operating activities		
Net Profit before tax	2,558.15	1,246.80
Adjustments:		
Depreciation and amortisation expense	348.14	394.90
Interest income	(3.15)	(18.62)
Exceptional items (net)	(591.07)	-
Interest on income tax refund	(12.66)	(2.85)
Net gain on sale of current investment	(22.35)	(60.46)
Finance costs	103.68	246.11
Gain on investment carried at fair value through profit or loss (net)	(3.56)	-
Allowances for expected credit loss (net)	(39.83)	208.79
Liabilities no longer required written back	(11.74)	(50.14)
Dividend income	(406.35)	(175.96)
(Gain)/Loss on change in fair value of financial instrument	(279.08)	35.16
Share based payment expenses	9.28	6.24
Unrealised foreign exchange gain (net)	(0.59)	(0.56)
Operating cash flows before working capital changes	1,648.87	1,829.42
Decrease/(Increase) in trade receivables	928.18	(13.28)
Decrease in non current financial assets	7.81	158.09
Decrease in other financial assets	224.04	9.04
Decrease in other current assets	96.67	761.60
Decrease in other non current assets	-	105.88
Decrease in trade payables	(41.65)	(284.30)
Decrease in other financial liabilities	(51.46)	(33.53)
Decrease in other current liabilities	(1,250.37)	(555.49)
Increase in provisions	45.70	45.53
Cash generated from operations	1,607.79	2,022.95
Income tax paid (net of refunds)	(131.91)	(275.19)
Net cash generated from operating activities (A)	1,475.88	1,747.76
B. Cash flows from investing activities		
Purchase of property, plant and equipment	(4.63)	(39.03)
Sale of property, plant and equipment	8.02	-
Sale of current investments	1,632.01	4,925.61
Purchase of current investments	(1,904.90)	(3,430.00)
Purchase of term deposits	-	(702.00)
Acquisition of business	-	(4,205.53)
Redemption of term deposits	-	2,000.90
Dividend received	406.35	-
Interest received	3.78	61.56
Net cash generated from / (used) in investing activities (B)	140.63	(1,389.39)
C. Cash flows from financing activities		
Repayment of principal portion of lease liabilities	(48.45)	(38.18)
Loan received from from Holding Company	-	2,000.00
loan repaid to Holding Company	(875.00)	(2,163.97)
Finance costs paid	(103.68)	(245.19)
Dividend paid	(585.90)	-
Net cash used in financing activities (C)	(1,613.03)	(447.34)
Net Increase/(decrease) in cash and cash equivalents (A+B+C)	3.48	(88.97)
Cash and cash equivalents at the beginning of the year	229.83	318.80
Cash and cash equivalents at the end of year (see below)	233.31	229.83
Components of cash and cash equivalents:		
Balances with banks		
- Current accounts	201.45	120.26
- EEFC accounts	31.86	109.57
	233.31	229.83



MPS Interactive Systems Limited
Statement of Cash Flows for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

Notes:

- a) Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".
b) Disclosure is required in terms of amendments to IND AS 7 "Statement of cash flows".

	Lease Liabilities	Long term Borrowings	Interest accrued
As at 01 April 2023	-	1,363.97	-
Cash inflow	-	2,000.00	-
Cash Outflow	(47.50)	(2,163.97)	(235.86)
Non cash			
New leases	149.32	-	-
Interest expenses	9.32	-	236.79
As at 31 March 2024	111.14	1,200.00	0.93
As at 01 April 2024	111.14	1,200.00	0.93
Cash inflow	-	-	-
Cash Outflow	(57.00)	(875.00)	(96.06)
Non cash			
Interest expenses	8.55	-	95.13
As at 31 March 2025	62.69	325.00	-

Material accounting policy information 2
Notes to financial statements 3-43
The accompanying notes form an integral part of financial statements

This is cash flow statement referred to in our report of even date

For **Walker Chandiook & Co LLP**
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors of
MPS Interactive Systems Limited

Rohit Arora

Rohit Arora
Partner
Membership No.: 504774
Place: New Delhi
Date: 15 May 2025



Rahul Arora

Rahul Arora
Chairman, Chief Executive Officer
& Whole Time Director
DIN: 05353333
Place: Berlin, Germany
Date: 15 May 2025

Karthik Bhat

Karthik Bhat Khandige
Director
DIN: 06730563
Place: Bangalore, Karnataka
Date: 15 May 2025

Prarthana

Prarthana Agarwal
Chief Financial Officer
Membership No.: 402811
Place: Noida, Uttar Pradesh
Date: 15 May 2025

Raman Sapra

Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 15 May 2025



MPS Interactive Systems Limited
Statement of change in equity for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

A. Equity share capital

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance as at the beginning of the year	6,200.00	6,200.00
Changes in equity share capital during the year	-	-
Balance as at the end of the year	6,200.00	6,200.00

B. Other equity

Particulars	Capital Reserve	Retained earnings	Foreign currency translation reserve	Capital contribution from Holding Company	Total
As at 01 April 2023	567.37	1,947.89	-	-	2,515.26
Profit for the year	-	981.83	-	-	981.83
Other comprehensive loss	-	(2.24)	(11.44)	-	(13.68)
Total comprehensive income/(loss) for the year	-	979.59	(11.44)	-	968.15
Share based payment expenses (refer note 27(F))	-	-	-	6.24	6.24
As at 31 March 2024	567.37	2,927.48	(11.44)	6.24	3,489.65
As at 01 April 2024	567.37	2,927.48	(11.44)	6.24	3,489.65
Profit for the year	-	1,984.95	-	-	1,984.95
Other comprehensive profit	-	4.49	0.59	-	5.08
Total comprehensive income for the year	-	1,989.44	0.59	-	1,990.03
Share based payment expenses (refer note 27(F))	-	-	-	9.28	9.28
Dividend	-	(585.90)	-	-	(585.90)
As at 31 March 2025	567.37	4,331.02	(10.85)	15.52	4,903.06

Notes:

1 Nature and purpose of other equity:

- (i) **Retained earning:** This represents the cumulative profits of the Company.
- (ii) **Capital Reserve:** Accumulated capital surplus not available for distribution of dividend and expected to remain invested permanently. It represents following
 - Equity portion of 8% cumulative redeemable preference shares issued to MPS Limited (Holding company)
 - Loss on redemption of preference shares on transaction with the shareholder
 - The Company had issued 2,20,00,000, 8% cumulative redeemable preference shares of face value of INR 10/- (INR Ten Only) per share as on 15 June 2018 aggregating to INR 2,200 lacs. As per the terms of preference shares revised vide AGM dated 23 July 2019 by way of special resolution, the Company called for redemption of all the preference shares and also paid the dividend on cumulative basis as due on the date of redemption, i.e. 1 June 2020. Loss on redemption of 8% cumulative redeemable preference shares being a transaction with the MPS Limited (parent company) has been transferred to Capital Reserve
 - INR 345.05 lacs pertains to capital reserve acquired pursuant to the scheme of arrangements under the Companies Act, 2013 accounted under pooling of interest method and excess of fair value of net assets acquired over consideration paid in a business combination.
- (iii) **Foreign currency translation reserve:** Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the Company dispose or partially dispose off its interest in a foreign operation through sale or abandonment of all, or part of, that foreign operation.
- (iv) **Capital contribution from Holding Company:** The same is used to recognize employee share based payment reserve related to stock options issued to employees of the Company by MPS Limited (Holding Company).

Material accounting policy information

Notes to financial statements

The accompanying notes form an integral part of financial statements

2
3-43

This is statement of change in equity referred to in our report of even date
For **Walker Chandio & Co LLP**
Chartered Accountants
ICAI Firm Registration Number: 001076N/N500013



Rohit Arora
Partner
Membership No.: 504774
Place: New Delhi
Date: 15 May 2025



For and on behalf of the Board of Directors of
MPS Interactive Systems Limited


Rahul Arora
Chairman, Chief Executive
Officer & Whole Time Director
DIN: 05353333
Place: Berlin, Germany
Date: 15 May 2025


Karthik Bhat Khandige
Director
DIN: 06730563
Place: Bangalore, Karnataka
Date: 15 May 2025


Prarthana Agarwal
Chief Financial Officer
Membership No.: 402811
Place: Noida, Uttar Pradesh
Date: 15 May 2025


Raman Sapra
Company Secretary
Membership No.: F9233
Place: Noida, Uttar Pradesh
Date: 15 May 2025



MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025

(INR in Lacs, except share and per share data, unless otherwise stated)

3.1 Property, plant and equipment

Particulars	Plant and equipment	Furniture and fixtures	Total
Gross carrying value			
As at 1 April 2023	506.97	100.68	607.65
Additions	17.24	0.32	17.56
Disposals/adjustments	-	-	-
As at 31 March 2024	524.21	101.00	625.21
Additions	1.08	3.55	4.63
Disposals/adjustments	(16.59)	(32.29)	(48.88)
As at 31 March 2025	508.70	72.26	580.96
Accumulated depreciation			
As at 1 April 2023	250.71	68.66	319.37
Depreciation charge for the year	96.76	8.32	105.08
Disposals/adjustments	-	-	-
As at 31 March 2024	347.47	76.98	424.45
Depreciation charge for the year	74.99	2.51	77.50
Disposals/adjustments	(14.03)	(26.82)	(40.86)
As at 31 March 2025	408.43	52.67	461.09
Net carrying value			
As at 31 March 2025	100.27	19.60	119.87
As at 31 March 2024	176.74	24.02	200.76

Note:-

(i) Refer note 34(b) for capital commitment



MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025

(INR in Lacs, except share and per share data, unless otherwise stated)

3.2 Right-of-use asset

Particulars	Buildings (refer note 34)	Total
Gross carrying value		
As at 1 April 2023	-	-
Add: Additions during the year	149.32	149.32
Less: Disposals/adjustments during the year	-	-
Less:- Depreciation charge for the year	41.48	41.48
As at 31 March 2024	107.84	107.84
Add: Additions during the year	-	-
Less: Disposals/adjustments during the year	-	-
Less:- Depreciation charge for the year	49.77	49.77
As at 31 March 2025	58.07	58.07
Net carrying value		
As at 31 March 2025	58.07	58.07
As at 31 March 2024	107.84	107.84



4. Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets				Total	
		Trademark	Customer relationship	Order book	Non compete agreements		Computer software
Gross carrying value							
As at 1 April 2023	7,003.97	417.64	1,239.35	151.62	372.54	253.00	9,438.12
Additions	-	-	-	-	-	-	-
Disposals/adjustments	-	-	-	-	-	-	-
As at 31 March 2024	7,003.97	417.64	1,239.35	151.62	372.54	253.00	9,438.12
Additions	-	-	-	-	-	-	-
Disposals/adjustments	-	-	-	-	-	-	-
As at 31 March 2025	7,003.97	417.64	1,239.35	151.62	372.54	253.00	9,438.12
As at 1 April 2023							
Amortisation expense for the year	-	34.92	744.08	151.62	51.91	229.85	1,212.38
Disposals/adjustments	-	41.76	136.00	-	62.09	8.49	248.34
As at 31 March 2024		76.68	880.08	151.62	114.00	238.34	1,460.72
Amortisation expense for the year	-	41.76	113.55	-	62.09	3.47	220.87
Disposals/adjustments	-	-	-	-	-	-	-
As at 31 March 2025		118.44	993.62	151.62	176.09	241.80	1,681.59
Net carrying value							
As at 31 March 2025	7,003.97	299.20	245.73	-	196.45	11.19	7,756.53
As at 31 March 2024	7,003.97	340.96	359.28	-	258.54	14.66	7,977.40
Net carrying value							
Goodwill			As at 31 March 2025	As at 31 March 2024			
Other intangible assets			7,003.97	7,003.97			
			752.57	973.43			

4(a) Impairment testing of goodwill

For the purpose of impairment testing, goodwill is allocated to the Cash Generating Units (CGUs) which represents the lowest level at which the goodwill is monitored for internal management purposes, which is not higher than the Company's operating reportable segments.

The aggregate carrying amounts of goodwill allocated to eLearning is as follows:

Particulars	As at	
	31 March 2025	31 March 2024
eLearning	7,003.97	7,003.97
	7,003.97	7,003.97

For the purpose of impairment testing, goodwill is allocated to the Cash Generating Units (CGU) which represents the recoverable amount of the above cash generating units based on its value in use. The value in use of this unit was determined to be higher than the carrying amount and an analysis of the calculation's sensitivity towards change in key assumptions including the cash flow projections. No probable scenario was identified where the CGU recoverable amount would fall below their carrying amount.

Value in use was determined by discounting the future cash flows generated from the continuing use of the CGU. The calculation was based on the following key assumptions:

- The anticipated annual revenue growth and margin included in the cash flow projections, actual operating results and the 5 year approved business plan in all periods presented.
- The terminal growth rate 4% for the year ended 31 March 2025 (31 March 2024: 4%) representing management view on the future long-term growth rate.
- Discount rate of 18% for the year ended 31 March 2025 (31 March 2024: 18.5%) was applied in determining the recoverable amount of the CGUs. The discount rate was estimated based on historical industry average and weighted-average cost of capital.

iv. The estimate of recoverable amount is particularly sensitive towards pretax discount rate and terminal growth rate. There will be no impairment even if the weighted average cost of capital is increased by 1% and the terminal growth rate is decreased by 1%. Management is not currently aware of any other reasonably possible changes to key assumptions that would cause a unit's carrying amount to exceed its recoverable amount.

The values assigned to the key assumptions represent the management's assessment of future trends in the industry and based on both internal and external sources.



MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

5(i) Non current investments

Particulars

Investments carried at cost (refer note 35):

	As at 31 March 2025	As at 31 March 2024
6,500 ordinary shares (31 March 2024: 6,500 ordinary shares) of AUD 0.001 each fully paid up of Liberate Learning Pty Ltd	4,200.52	4,200.52
7,800 ordinary shares (31 March 2024: 7,800 ordinary shares) of AUD 0.001 each fully paid up of App-eLearn Pty Ltd	0.42	0.42
13 ordinary shares (31 March 2024: 13 ordinary shares) of AUD 1 each fully paid up of Liberate eLearning Pty Ltd	244.81	244.81
1,300 ordinary shares (31 March 2024: 1,300 ordinary shares) of AUD 0.001 each fully paid up of Liberate Learning Ltd	0.17	0.17
	4,445.92	4,445.92

The Company had acquired Liberate Learning Group, on 31 August 2023. Liberate Learning Group provides digital learning solutions for medium to large enterprises. It creates innovative and engaging training processes that realign courses to new and changing workplace dynamics. Consequent to this acquisition, Liberate Learning Group, is a partially owned subsidiary of the Company.

(ii) Current investments

Particulars

	As at 31 March 2025		As at 31 March 2024	
	Units in '000	INR in Lacs	Units in '000	INR in Lacs
Investment in mutual funds carried at fair value through profit or loss (unquoted, fully paid up)				
Tata Money Market Fund-Direct Plan Growth	6.34	298.80	-	-
	6.34	298.80	-	-

6 Other financial assets

Particulars

(i) Non Current (unsecured, considered good)

	As at 31 March 2025	As at 31 March 2024
Security deposits	6.31	5.77
Derivative asset towards further stake acquisition in subsidiary (refer note 36)	638.74	312.94
Bank deposits held as margin money or security against guarantees	31.67	52.45
	676.72	371.16

(ii) Current (unsecured, considered good)

Interest accrued on deposits	7.21	7.83
Dividend Receivable	-	175.96
Other advances	-	36.00
- Recoverable from related party (refer note 32)	-	12.09
- Other recoverable	7.21	231.87

7 Non-current tax assets (net)

Particulars

	As at 31 March 2025	As at 31 March 2024
Advance income tax (net of provisions of INR 299 Lakh) (31 March 2024: INR 890.55 Lakh)	10.29	182.48
	10.29	182.48



Particulars	As at	As at
	31 March 2025	31 March 2024
8 Other assets		
(i) Other current assets (unsecured, considered good)		
Contract assets	273.32	242.73
Advance to suppliers	2.30	17.40
Prepaid expenses	83.38	127.55
Balances with government authorities		
-Goods and services tax, credit	351.03	311.66
-Others	0.53	0.77
Other receivables	-	80.07
	710.56	780.18

Particulars	As at	As at
	31 March 2025	31 March 2024
9 Trade receivables		
Trade receivables	673.91	1,574.17
Receivables from fellow subsidiary (refer note 32)	-	15.13
	673.91	1,589.30
Trade receivables (unsecured)		
Considered good	680.06	1,737.82
Less: Expected credit loss allowance (refer note 30 (ii))	6.15	148.52
Total trade receivables	673.91	1,589.30

Trade receivable ageing for the year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivable- considered good	510.71	166.18	2.06	1.11	-	-	680.06
(ii) Undisputed trade receivable- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivable- credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivable- considered good	-	-	-	-	-	-	-
(v) Disputed trade receivable- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivable- credit impaired	-	-	-	-	-	-	-
Total	510.71	166.18	2.05	1.11	-	-	680.06
Less: expected credit loss allowance (refer note 30 (ii))							6.15
Total							673.91

Trade receivable ageing for the year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivable- considered good	814.12	765.09	31.68	-	-	-	1,610.88
(ii) Undisputed trade receivable- which have significant increase in credit risk	-	-	-	126.94	-	-	126.94
(iii) Undisputed trade receivable- credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivable- considered good	-	-	-	-	-	-	-
(v) Disputed trade receivable- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivable- credit impaired	-	-	-	-	-	-	-
Total	814.12	765.09	31.67	126.94	-	-	1,737.82
Less: expected credit loss allowance (refer note 30 (ii))							148.52
Total							1,589.30



10 Cash and bank balances

Particulars	As at 31 March 2025	As at 31 March 2024
(i) Cash and cash equivalents		
Balances with banks		
-In Current accounts	201.45	120.26
-In EEFC accounts	31.86	109.57
	<u>233.31</u>	<u>229.83</u>



MPS Interactive Systems Limited
Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

11 Share capital

(i) Particulars	As at		As at	
	31 March 2025		31 March 2024	
Authorised				
6,52,50,000 equity shares of INR 10 each fully paid up with voting rights*		6,525.00		6,525.00
2,50,00,000 preference shares of INR 10 each fully paid up with voting rights as per Section 47(2) of the Companies Act, 2013		2,500.00		2,500.00
		<u>9,025.00</u>		<u>9,025.00</u>
Issued, subscribed and paid-up				
6,20,00,000 equity shares of INR 10 each fully paid up with voting rights		6,200.00		6,200.00
		<u>6,200.00</u>		<u>6,200.00</u>

*The authorised equity share capital has increased by 2,50,000 equity shares of due to the merger of E.I. Designs Pvt Ltd during the year ended 31 March 2024.

(ii) Reconciliation of the equity share outstanding at beginning and for the year ended 31 March 2025

Particulars	As at		As at	
	31 March 2025		31 March 2024	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares (with voting rights) outstanding at the beginning of the year	62,000,000	6,200.00	62,000,000	6,200.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>62,000,000</u>	<u>6,200.00</u>	<u>62,000,000</u>	<u>6,200.00</u>

(iii) Rights, preferences and restrictions attached to equity shares holders

Equity shares : The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The equity shareholders are entitled to receive dividend as declared from time to time. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amount, if any. The distribution will be in proportion to number of equity shares held by shareholders.

(iv) Details of shares held by the holding company, the ultimate holding company

Particulars	As at		As at	
	31 March 2025		31 March 2024	
	Number	INR in Lacs	Number	INR in Lacs
Equity shares of INR 10 each fully paid up and held by MPS Limited (holding company)	61,999,994	6,200	61,999,994	6,200

(v) Details of the promoters shareholders holding in the Company

Promoter Name	As at 31 March 2025		As at 31 March 2024		% change during the year	
	No. of shares	% of total shares	No. of shares	% of total shares	31 March 2025	31 March 2024
MPS Limited (holding company)*	62,000,000	100.00%	62,000,000	100.00%	-	-
Total	62,000,000		62,000,000		-	-

*This include 6 shares held by the nominees on behalf of the Company which as at 31 March 2025 (31 March 2024 : 6 shares), represents 0.01% of total shareholding (31 March 2024: 0.01%)

(vi) Details of the shareholders holding more than 5% shares of the Company

Class of shares / Name of shareholder	As at		As at	
	31 March 2025		31 March 2024	
	Number	% holding in that class of shares	Number	% holding in that class of shares
Equity shares of INR 10 each fully paid up and held by MPS Limited (Holding Company) (excludes 6 shares held by nominees)	61,999,994	99.99%	61,999,994	99.99%

(vii) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

There are no bonus shares issued and shares bought back during the period of five years immediately preceding the reporting date.

(viii) There are no shares which are reserved for issue under options.

12 Deferred tax

Deferred tax reflect the net tax effects of temporary difference between the carrying amount of asset and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant component of the Company's net deferred tax are as follows:

Deferred tax assets:

Particulars	Expected credit loss allowance	Expenses allowable for tax purposes when paid	Lease assets net of lease liabilities	Others	Total
As at 1 April 2023	16.02	26.30	-	-	42.32
- to statement of profit and Loss	34.85	8.34	0.83	0.04	44.06
- to other comprehensive income	-	-	-	-	-
As at 31 March 2024	50.87	34.64	0.83	0.04	86.38
- to statement of profit and Loss	(42.64)	3.57	0.33	(1.03)	(39.77)
- to other comprehensive income	-	-	-	-	-
As at 31 March 2025	8.23	38.21	1.16	(0.99)	46.61

Deferred tax liabilities:

Particulars	Difference between book balance and tax balance of property, plant and equipment/ Other intangible assets (including goodwill)/other assets	Gains on investment carried at fair value through profit or loss	Total
As at 1 April 2023	(1,751.95)	(4.44)	(1,756.38)
- to statement of profit and Loss	(15.47)	4.44	(11.03)
As at 31 March 2024	(1,767.42)	(0.00)	(1,767.42)
- to statement of profit and Loss	1.71	(218.39)	(216.68)
As at 31 March 2025	(1,765.71)	(218.39)	(1,984.10)

Reflected in the Balance Sheet as follows:

	As at 31 March 2025	As at 31 March 2024
Deferred tax assets	46.61	86.38
Deferred tax liabilities	(1,984.10)	(1,767.42)
Deferred tax liability (net)	(1,937.49)	(1,681.04)

Reconciliation of deferred tax (liability)/asset -net:

	As at 31 March 2025	As at 31 March 2024
Balance as at the commencement of the year	(1,681.04)	(1,714.07)
Credit during the year recognised in Statement of profit and loss	-	-
Expense during the year recognised in other comprehensive income	256.45	(33.03)
Balance as at 31 March 2025	(1,937.49)	(1,681.04)



13 (i) Borrowings		
Particulars	As at 31 March 2025	As at 31 March 2024
Non-current liabilities		
Loan from holding company (refer note 39)	260.00	1,010.00
	260.00	1,010.00
Current liabilities		
Loan from holding company (refer note 39)	65.00	190.00
	65.00	190.00

* For terms of security, rate of interest and repayment terms refer note 40.

13 (ii) Lease liabilities		
Particulars	As at 31 March 2025	As at 31 March 2024
Non-current liabilities		
Lease liabilities (refer note 35)	9.39	62.69
	9.39	62.69
Current liabilities		
Lease liabilities (refer note 35)	53.30	48.45
	53.30	48.45

14 Trade payables		
Particulars	As at 31 March 2025	As at 31 March 2024
a) Trade payables - MSME		
Total outstanding dues of micro enterprises and small enterprises (MSME) (refer note 27)	26.02	21.64
Total (a)	26.02	21.64
b) Trade payables - other than MSME		
Total outstanding dues of creditors other than micro enterprises and small enterprises	128.02	167.09
Trade payables to related parties (refer note 32)	1.59	8.56
Total (b)	129.61	175.65
Total (a + b)	155.63	197.29

Trade Payable ageing for year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	
(i) Micro enterprises and small enterprises - MSME	22.07	3.95	-	-	-	-	26.02
(ii) Others	99.40	6.58	23.63	-	-	-	129.61
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	121.47	10.53	23.63	-	-	-	155.63

Trade Payable ageing for year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	
(i) Micro enterprises and small enterprises - MSME	1.15	20.49	-	-	-	-	21.64
(ii) Others	122.44	27.45	25.07	0.26	0.44	-	175.65
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	123.58	47.94	25.07	0.26	0.44	-	197.29

15 (i) Other financial liabilities (Non current)		
Particulars	As at 31 March 2025	As at 31 March 2024
Deferred Consideration (refer note 29)	-	553.71
	-	553.71

15 (ii) Other financial liabilities (current)		
Particulars	As at 31 March 2025	As at 31 March 2024
Employee payable	94.25	155.50
Interest accrued but not due (refer note 32)	-	0.93
Others payable	-	3.73
	94.25	160.16

16 Other current liabilities		
Particulars	As at 31 March 2025	As at 31 March 2024
Income received in advance (contract liabilities) (refer note 33 (ii))	1,044.00	2,261.91
Advances from customers	16.66	18.26
Advances to employee	0.94	-
Statutory dues payable*	72.93	104.73
	1,134.53	2,384.90

*includes goods and services tax, tax deducted at source, provident fund and employee state insurance, etc.

17 Provisions		
Particulars	As at 31 March 2025	As at 31 March 2024
(i) Non Current		
Provision for compensated absences (refer note 28)	55.19	52.88
	55.19	52.88
(ii) Current		
Provision for compensated absences (refer note 28)	10.34	10.42
Provision for gratuity (refer note 28)	113.02	75.55
	123.36	85.97



18 Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of services (refer note 33)		
Exports	5,998.26	7,524.48
Domestic	420.40	750.59
	<u>6,418.66</u>	<u>8,275.07</u>

19 Other income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income on:		
Financial assets-carried at amortised cost		
- Deposits with banks	3.15	18.62
Dividend income	406.35	175.96
Interest on income tax refund	12.66	2.85
Net gain on sale of current investment carried at fair value through profit and loss	22.35	60.46
Net gain on foreign currency transactions	32.10	-
Net gain on financial instrument carried at fair value through profit and loss (refer note 29)	279.08	-
Reversal of Allowances for expected credit loss & doubtful advances	39.83	-
Other non-operating income (refer note (i) below)	15.82	50.33
	<u>811.34</u>	<u>308.22</u>

Note (i) Other non-operating income comprises:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Gain on sale of property, plant and equipment (net)	0.03	-
Gain on investment carried at fair value through profit and loss	3.56	-
Liabilities no longer required written back	11.74	50.14
Miscellaneous income	0.50	0.19
	<u>15.82</u>	<u>50.33</u>



MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025

(INR in Lacs, except share and per share data, unless otherwise stated)

20 Employee benefits expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries and wages	3,308.63	4,661.80
Contribution to provident and other funds (refer note 28 (a))	138.77	196.21
Share based payment expenses (refer note 28 (f))	9.28	6.24
Staff welfare expenses	18.41	29.86
	3,475.09	4,894.11

21 Finance costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest on lease liabilities (refer note 35)	8.55	9.32
Interest expense on inter corporate borrowings	95.13	236.79
	103.68	246.11

22 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on property, plant and equipment (refer note 3.1)	77.50	105.08
Depreciation on right of use assets (refer note 3.2)	49.77	41.48
Amortization on intangible assets (refer note 4)	220.87	248.34
	348.14	394.90



23 Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Outsourcing cost	445.71	505.71
Power and fuel	7.20	5.99
Rent	24.73	23.12
Repairs and maintenance - buildings	8.93	17.11
Repairs and maintenance - others	0.99	12.89
Insurance	0.41	0.30
Rates and taxes	-	4.46
Communication	9.75	13.25
Travelling and conveyance	112.69	91.62
Legal and professional expense	83.85	131.99
Sales and marketing expense	244.61	344.54
Software expense	282.04	298.03
Directors sitting fees	8.00	10.00
Payments to auditors (refer note (i) below)	21.86	27.17
Bad debts written off	129.58	30.34
Less: Allowances for expected credit loss utilised for the above	129.58	30.34
Allowances for expected credit loss and doubtful advances	-	208.79
Change in fair value of financial instrument	-	35.16
Net loss on foreign currency transactions	-	10.88
Expenditure on corporate social responsibility (refer note 37)	30.55	44.00
Miscellaneous expenses	54.69	16.36
	1,336.01	1,801.37

**(i) Payments to the auditors comprises
(net of GST credit, where applicable)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
To statutory auditors		
for statutory audit	18.00	18.00
for tax audit	2.00	2.00
for other services	-	5.30
for reimbursement of expenses	1.86	1.87
	21.86	27.17



MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025
(INR in Lacs, except share and per share data, unless otherwise stated)

24 Income tax

The major components of income tax expense for the year ended 31 March 2025 and 31 March 2024 are:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current income tax:		
Current income tax charge for the year	295.39	293.80
Adjustments related to previous year	21.36	4.20
	316.75	298.00
Deferred tax:		
Deferred tax on profits for the year	256.45	(33.03)
Total	256.45	(33.03)
Income tax expense reported in the Statement of Profit and Loss	573.20	264.97
Other comprehensive income section		
Tax related to items that will not be reclassified to Profit and Loss	(1.51)	0.76
Income tax charged to Other comprehensive income	(1.51)	0.76

Reconciliation between average effective tax rate and applicable tax rate for the year ended 31 March 2025 and 31 March 2024:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Accounting profit before income tax	2,558.15	1,246.80
At India's statutory income tax rate	25.17%	25.17%
Computed tax expense	643.83	313.79
Non-deductible expenses	8.76	10.77
Additional allowances for tax purpose	(4.31)	(8.97)
Exempt Income	(102.27)	(44.28)
Tax relating to earlier years	21.36	4.20
Others	5.82	(10.53)
Income tax charged to Statement of Profit and Loss	573.20	264.97

Effective tax rate has been calculated on profit before tax.

25 Earnings per equity share

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit for the year attributable to the equity holders of the Company	1,984.95	981.83
Weighted average number of equity shares outstanding	62,000,000	62,000,000
Face value per share (INR)	10	10
Earnings per share- basic & diluted (INR)	3.20	1.58

26 Exceptional items

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Liability written back*	591.07	-
	591.07	-

*This represents writeback of deferred consideration liability amounting to INR591 Lacs payable as the remaining amount for purchase of 65% stake of Liberate Group as per the terms of the Share Purchase Agreement ("SPA") and other transaction documents dated 29 August 2023 and 31 August 2023. This has been written back basis the assessment of the actual performance with the defined targets under SPA.



MPS Interactive Systems Limited

Notes forming part of Financial Statements for the year ended 31 March 2025

(INR in Lacs, except share and per share data, unless otherwise stated)

27 Micro, small and medium enterprises

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the end of the year. The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at	As at
	31 March 2025	31 March 2024
(i) The principal amount remaining unpaid to any supplier as at Balance Sheet date	26.02	21.64
(ii) The interest due on principal amount remaining unpaid to any supplier as at Balance Sheet date	-	-
(iii) The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), along with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid as at Balance Sheet date	-	-
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act	-	-



28 Employee benefits in respect of the Company have been calculated as under:

(A) Defined Contribution Plans

The Company has certain defined contribution plan such as provident fund, superannuation fund, employee state insurance (ESI) and labour welfare fund, scheme for qualifying employees. Under the schemes, the Company is required to fund specified percentage of payroll costs to the benefits. During the year, the Company has contributed following amounts to:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Employer's contribution to provident fund	125.86	182.87
Employer's contribution to superannuation fund	12.62	13.03
Employer's contribution to employee state insurance	0.22	0.24
Employer's contribution to labour welfare fund	0.07	0.07
	138.77	196.21

(B) Defined Benefit Plans

i. Gratuity

In accordance with Ind AS 19 "Employee Benefits", an actuarial valuation has been carried out in respect of gratuity. The discount rate assumed is 6.59% (31 March 2024: 7.17%) p.a. which is determined by reference to market yield at the Balance Sheet date on Government bonds. The retirement age has been considered at 58 to 60 years and mortality table is as per IALM (2012-14) (31 March 2024 : IALM 2012-14 (Urban)).

The estimates of future salary increases, considered in actuarial valuation is 6% (31 March 2024: 6%) p.a., taking into account of inflation, seniority. The plans assets are maintained with Life Insurance Corporation of India in respect of gratuity scheme for employees of the Company. The expected rate of return on plan assets is 6.59% (31 March 2024: 7.17%) p.a.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

Particulars	As at 31 March 2025	As at 31 March 2024
Present value of obligation at the beginning of the year	463.52	428.36
Current service cost	38.06	44.57
Interest cost	29.89	31.75
Liability transferred-in acquisition	-	6.52
Actuarial gain	18.07	2.13
Benefits paid	(202.55)	(49.81)
Present value of obligation	346.99	463.52

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

Particulars	As at 31 March 2025	As at 31 March 2024
Present value of obligation	346.99	463.52
Fair value of plan assets	(233.95)	(387.97)
Net (Assets) / liabilities recognised in the Balance Sheet	113.04	75.55

The maturity profile of defined benefit obligation is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Within 1 year	52.34	105.17
1-2 year	43.55	55.43
2-3 year	51.51	51.73
3-4 year	48.67	53.28
4-5 year	35.10	43.68
5-10 years	141.90	194.00
More than 10 years	109.04	158.03

Fair Value of plan assets

Particulars	As at 31 March 2025	As at 31 March 2024
Plan assets at the beginning of the year	387.97	402.29
Expected return on plan assets	24.47	29.84
Assets acquired on acquisitions	-	6.52
Actual benefits paid	(202.55)	(49.81)
Actuarial gain/ (loss)	24.06	(0.87)
Plan assets	233.95	387.97

(C) Composition of the plan assets is as follows:

Particulars	As at 31 March 2024
Central government securities	41.81%
State government securities	39.36%
Others, Mutual fund, Bank balance, etc	18.83%

The above composition of plan assets are based on details received for 31 March 2024. Details for 31 March 2025 are awaited from LIC.



28 Employee benefits in respect of the Company have been calculated as under:

Expense recognised in the Statement of Profit and Loss under employee benefits expense:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	38.06	44.57
Interest cost (Net of return on plan assets)	5.42	1.90
Expense recognised in the Statement of Profit and Loss	43.48	46.47

Amount recognised in the other comprehensive income:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Actuarial loss/(gain) due to demographic assumption change	-	-
Actuarial loss/(gain) due to financial assumption change	18.07	2.13
Actuarial loss/(gain) due to experience adjustment	-	-
Actuarial (gain)/loss on plan assets	(24.06)	0.87
Amount recognised in the other comprehensive income	(6.00)	3.00

Sensitivity analysis

Particulars	As at 31 March 2025	As at 31 March 2024
Assumptions -discount rate		
Sensitivity Level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation -increase of sensitivity level	(14.18)	(18.14)
Impact on defined benefit obligation -decrease of sensitivity level	15.48	19.86
Assumptions -Future salary rate		
Sensitivity level (a hypothetical increase / (decrease) by)	1.00%	1.00%
Impact on defined benefit obligation -increase of sensitivity level	15.04	19.56
Impact on defined benefit obligation -decrease of sensitivity level	(14.11)	(18.27)

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant.

(D) Other long term benefits (compensated absences):

Compensated absences

The liability towards compensated absences (annual leave and sick leave) for the year ended 31 March 2025 based on actuarial valuation carried out by using Projected Accrued Benefit Method resulted in increase in liability by INR 65.53 lakhs (31 March 2024: 63.30 lakhs).

(i) Financial Assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate	6.59%	7.17%
Salary Escalation Rate	6.00%	6.00%

(ii) Demographic Assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
Mortality rate	IALM 2012-14 (Urban)	IALM 2012-14 (Urban)
Attrition rate		
For Grade A to D		
- For service 2 years and below	25.00%	25.00%
- For service 3 years to 4 years	15.00%	15.00%
- For service 5 years and above	10.00%	10.00%
For Grade E	5.00%	5.00%
Leave availment rate (For next year)		
For Grade A & B	6.00%	6.00%
For Grade C & D	4.00%	4.00%
For Grade E	1.50%	1.50%

Particulars	As at 31 March 2025	As at 31 March 2024
Present value of obligation at the end of the year	65.53	63.30



(F) Share based payments

During the year ended 31 March, 2023, the shareholders of MPS Limited, (the Holding Company) vide Postal Ballot Resolution dated 21 January 2023, had approved 'MPS Limited- Employee Stock Options Scheme 2023' ("ESOS 2023" or "Scheme") authorizing the Nomination and Remuneration Committee to grant to the eligible employees of the Holding Company and its subsidiary not exceeding 4,00,000/- (Four Lacs) employee stock options, convertible into not more than equal number of equity shares of face value of Rs. 10/- (INR Ten) each fully paid up upon exercise, out of which not more than 2,00,000 (Two Lacs) equity shares to be sourced from Secondary Acquisition, from time to time through an employee welfare trust namely 'MPS Employee Welfare Trust' ("Trust").

The Nomination and Remuneration Committee of the Board of Directors of the Holding Company at its meeting held on 11 April 2023, had considered and approved the grant of 24,980 (Twenty Four Thousand and Nine Hundred Eighty) options exercisable into not more than 24,980 (Twenty Four Thousand and Nine Hundred Eighty) of equity shares of the Holding Company of the face value of INR 10/- (INR Ten Only) each fully paid-up, to eligible employees of the Company under the Scheme.

(i) Description of the ESOS 2023

Particulars	Terms
Vesting requirement	Options granted under this ESOS 2023 would vest in 4 (Four) equal tranches over a period of 4 (Four) years from the grant date. The options shall vest subject to continuous employment and achievement of performance conditions as specified at the time of grant.
Maximum term of options granted	The vested options under ESOS 2023 shall be exercised by the option grantee within the maximum exercise period of 5 (five) years from the date of vesting of options, or such other shorter period as may be prescribed by the committee at time of grant and as set out in the letter of grant.
Method of Settlement	Option under ESOS 2023 are equity settled.

(ii) Number and Weighted average Exercise price of Options

Grant No.	Grant Date	Outstanding at the beginning of the year	Granted during the year	Cancelled during the year	Forefeited/ Lapsed during the year	Exercised during the year	Outstanding at the end of the year	Exercisable at the end of the period	Weighted Average remaining contractual in life (years)
ESOS 2023 Grant 1	11 April 2023	15,580	26,620	12,518	-	-	29,682	-	6.69
ESOS 2023 Grant 2	29 September 2024	-	-	-	-	-	-	-	-

Weighted average exercise price for respective option series towards all the movement including opening and closing outstanding options is same as exercise price on grant date.

(iii) Fair Value of stock options granted

The fair Value of Share Options was calculated using the Black Scholes Model. The key assumptions used for calculating the option fair value are as below :

Grant No.	Grant Date	Risk Free Interest Rate	Expected Life of share option (years)	Expected Volatility	Dividend Yield	Price of the underlying share in market at the time of the option grant (INR)
ESOS 2023 Grant 1	11 April 2023	7.02%	2.51-5.51	45.10%	3.33%	900.05
ESOS 2023 Grant 2	29 September 2024	6.60%	3.50-6.50	47.16%	3.51%	2136.40
PSOS 2023 Grant 1	11 April 2023	6.40%	0.03-2.03	48.21%	2.74%	2848.70
PSOS 2023 Grant 2	29 September 2024	6.37%	0.49-3.50	48.85%	2.74%	2848.70

* Since the fair valuation of phantom stock options is done at each reporting date, the underlying variables of fair valuation of phantom stock options as at year end have been considered for being reported as 'Assumptions used in the Black Scholes Options Pricing Model'.

Expenses arising from share based payment transactions

Total expenses arising from share based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:-

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee stock option scheme	9.28	6.24



29 Fair value measurements

Particulars	Note	Level of hierarchy	As at 31 March 2025			As at 31 March 2024		
			FVTPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets								
Investments in mutual fund	(c)	1	298.80	-	-	-	-	-
Trade receivables	(a)		-	-	673.91	-	-	1,589.30
Cash and bank balances	(a)		-	-	233.31	-	-	229.83
Other financial assets	(a, b)	3	638.74	-	45.19	312.94	-	290.09
Total financial assets			937.55	-	952.41	312.94	-	2,109.22
Financial liabilities								
Trade payables	(a)		-	-	155.63	-	-	197.29
Borrowings	(d)	1	-	-	325.00	-	-	1,200.00
Lease liabilities	(a)		-	-	62.69	-	-	111.14
Contingent consideration	(e)	3	-	-	-	553.71	-	-
Other financial liabilities	(a)		-	-	94.25	-	-	160.16
Total financial liabilities			-	-	637.57	553.71	-	1,668.59

Note:

- Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturity of these instruments.
- (a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturity of these instruments.
- (b) Fair value of non-current financial assets has not been disclosed as there is no significant differences between carrying value and fair value.
- (c) The fair value of the mutual funds are based on net assets value of the funds as at reporting date.
- (d) The fair value of borrowings is INR 325 Lakhs based upon a discounted cash flow analysis that uses the aggregate cash flow from principal and finance costs over life of debt and current market interest rates.
- (e) Derivatives are carried at fair value at each reporting date. The fair values of the derivative financial instruments has been determined using valuation techniques with market observable inputs. The models incorporate various inputs including the credit quality of counter-parties and foreign exchange forward rates.
- (f) Reconciliation of Level 3 fair value measurements of financial liabilities is given below

Movements in Level 3 valuations

	Year ended 31 March 25		Year ended 31 March 24	
	Contingent consideration	Derivative asset towards further stake acquisition in subsidiary	Contingent consideration	Derivative asset towards further stake acquisition in subsidiary
As at 1 April 2024	553.71	312.94	-	-
Acquisitions through business combinations (refer note 36)	-	-	600.59	360.20
Fair value gain/(loss) recorded in Consolidated Statement of Profit and Loss	34.64	313.72	(50.14)	(35.16)
Liabilities no longer required written back	(591.07)	-	-	-
Net exchange differences	2.72	12.08	3.26	(12.10)
As at 31 March 2025	(0.00)	638.74	553.71	312.94



30 Financial risk management

Risk management framework

The Company's activities expose it to a variety of financial risks: market risk, credit risk, and liquidity risk.

i Market risk

Market risk includes foreign exchange risk, pricing risk and interest risk that may affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the returns.

Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which revenue and expense are denominated and the functional currency of the Company. The currencies in which the Company is exposed to risk are USD, AUD, GBP and others.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

	31 March 2025				31 March 2024			
	USD	AUD	GBP	Others	USD	AUD	GBP	Others
Cash and cash equivalents	21.67	-	6.92	204.36	47.70	-	-	124.56
Trade receivables	557.84	-	6.91	106.59	1,351.92	-	41.88	68.37
Other financial assets	-	638.74	-	-	-	312.94	-	-
Trade payables	(19.95)	-	-	(135.68)	(17.07)	-	-	(180.22)
Other financial liabilities	(117.78)	-	-	-	(95.14)	-	-	(553.71)
Net statement of financial position exposure	441.78	638.74	13.83	175.26	1,287.41	312.94	41.88	(541.00)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the USD, AUD and GBP against INR at 31 March 2025 would have affected the measurement of financial exposure denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact on forecast revenue and expenses.

	Profit or Loss (before tax)		Profit or Loss (before tax)	
	For the year ended		For the year ended	
	31 March 2025		31 March 2024	
	Strengthening	Weakening	Strengthening	Weakening
USD (1% movement)	4.42	(4.42)	12.87	(12.87)
AUD (1% movement)	6.39	(6.39)	3.13	(3.13)
GBP (1% movement)	0.14	(0.14)	0.42	(0.42)
Others (1% movement)	1.75	(1.75)	(5.41)	5.41

Pricing risk:

Pricing pressure is a constant risk due to increased competition. The Company strives to mitigate this risk with existing and customers by a trade-off for volumes. Thereon, it is the Company's endeavor to reduce the impact by taking advantage of economies of scale and increasing productivity, as well increasing automation within all the processes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any borrowings at variable interest rate. The Company has its entire borrowings (from related party) at a fixed interest rate. Therefore Company is not significantly exposed to interest rate risk.

ii Credit risk

Trade receivables and other financial assets

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and if a customer fails to meet its contractual obligations. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Details of concentration of revenue are as follows:

Particulars	For the year	For the year
	ended	ended
	31 March 2025	31 March 2024
Revenue from top customers (more than 10% revenue individually)	854.82	1,545.90
Revenue from top 15 customers	4,081.54	5,696.43

Expanding the customer base is mitigating this risk. Within the current customers, the Company is looking to deepen the partnership by supporting enterprises through the entire value chain of customer learning.

Expected credit loss for trade receivables, unbilled revenues and contract assets (customer balances):

Customer balances forms a significant part of the financial assets carried at amortised cost and contract assets, which is valued considering provision for allowance using expected credit loss method. This assessment is not based on any mathematical model but an assessment considering the nature of segment, impact immediately seen in the demand outlook of these segments and the financial strength of the customers in respect of whom amounts are receivable.

The Company based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss.



30 Financial risk management

Company's exposure to credit risk for trade receivables using provision matrix is as follows:

Particulars	As at 31 March 2025			As at 31 March 2024		
	Gross carrying amount	Allowance for credit losses	Net carrying amount	Gross carrying amount	Allowance for credit losses	Net carrying amount
Less than 180 days	676.89	4.01	672.88	1,579.22	21.58	1,557.64
More than 180 days	3.17	2.14	1.03	158.61	126.94	31.67
	680.06	6.15	673.91	1,737.82	148.52	1,589.30

Movement in the expected credit loss allowance of trade receivables are as follows:

Particulars	As at	
	31 March 2025	31 March 2024
Balance at the beginning of the year	148.52	21.58
Less: reversal during the year	(12.80)	157.28
Less: amount written off	(129.58)	(30.34)
Balance for the year ended 31 March 2025	6.15	148.52

Expected credit loss on financial assets and contract assets other than trade receivables:

With regard to other financial assets with contractual cash flows other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no material provision for expected credit loss has been provided on these financial assets. Break up of financial assets other than trade receivables have been disclosed on balance sheet.

Investments and balances with banks

The Company limits its exposure to credit risk by investing in liquid securities and maintain balances with banks only with counterparties that have a good credit rating. The Company invests as per the guidelines approved by the Board to mitigate this risk.

iii Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury department is responsible for managing the short term and long term liquidity requirements. Liquidity situation is reviewed regularly by the management.

Exposure to liquidity risk

The following are the details of contractual maturities of financial liabilities at the reporting date:

Particulars	Contractual cash flows			Contractual cash flows		
	As at 31 March 2025			As at 31 March 2024		
	Carrying amount	Within 1 year	More than 1 year	Carrying amount	Within 1 year	More than 1 year
Non-derivative financial liabilities						
Trade payables	155.63	155.63	-	197.29	197.29	-
Borrowings	325.00	65.00	260.00	1,200.00	190.00	1,010.00
Lease liabilities	62.69	53.30	9.39	111.14	48.45	62.69
Other financial liabilities	94.25	94.25	-	160.16	160.16	-

31 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The capital structure is as follows:

Particulars	As at	
	31 March 2025	31 March 2024
Total equity attributable to the equity shareholders of the Company	11,103.06	9,689.65
Sub Total (a)	11,103.06	9,689.65
As percentage of total capital	97%	88%
Total lease liabilities	62.69	111.14
Total borrowings	325.00	1,200.00
Sub Total (b)	387.69	1,311.14
As a percentage of total capital	3%	12%
Total capital (a + b)	11,490.74	11,000.79

The Company is equity as well as debt financed which is evident from the capital structure. Further, the Company has been a net cash company with cash and bank balances.

The Company monitored its capital gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings net of cash equivalents -

Particulars	As at	
	31 March 2025	31 March 2024
Long term borrowing	260.00	1,010.00
Current portion of long term borrowing	65.00	190.00
Total borrowing	325.00	1,200.00
Less:		
Cash and cash equivalents	233.31	229.83
Other bank balance	-	-
Net debt	91.69	970.17
Total equity	11,103.06	9,689.65
Gearing ratio	0.01	0.10



32 Related party transactions

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under Section 133 of the Companies Act, 2013) read with Companies (Indian Accounting Standards) Rules 2015 (as amended from time to time), are disclosed below:-

A Names of related parties and description of relationship:

S.No.	Description of relationship	Names of related parties
1. Related parties exercising control:		
	Holding company	MPS Limited, India (holding company) ADI BPO Services Limited, India (holding company of MPS Limited, India and ultimate holding company)
2. Related parties where control exist:		
	Direct subsidiary	Liberate Learning Pty Ltd (65%) (w.e.f. 31 Aug 2023) Liberate eLearning Pty Ltd (65%) (w.e.f. 31 Aug 2023) App eLearn Pty Ltd (65%) (w.e.f. 31 Aug 2023) Liberate Learning Ltd (65%) (Dissolved w.e.f. 7 Nov 2024)
3. Related parties where control exist via holding company:		
	Fellow subsidiary company	MPS Europa AG, Switzerland TOPSIM GmbH, Germany MPS North America LLC Semantico Limited, UK American Journal Experts LLC (SPV-100%) (w.e.f. 20 February 2024) American Journal Experts LLC, North Carolina, USA (formerly known as "Research Square AIE LLC, North Carolina, USA") (w.e.f. 29 February 2024) American Journal Online (Beijing) Information Consulting Company Limited (w.e.f. 29 February 2024)
4. Other related parties:		
	Key management personnel (KMP)	Rahul Arora, Chairman, CEO and Whole-time Director Sunit Malhotra, Chief Financial Officer (till 20 May 2024) Prarthana Agarwal, Chief Financial Officer (w.e.f. 21 May 2024) Raman Sapra- Company Secretary
		Non-Executive Directors Ajay Mankotia- Independent Non-Executive Director (retired w.e.f. 29 January 2025) Yamini Tandon- Non-Independent Non-Executive Director Karthik Bhat Khandige - Non-Executive Director (w.e.f. 01 January 2025)

B Transactions during the year

Description of transactions	Name of related party	For the year ended 31 March 2025	For the year ended 31 March 2024
1 Finance costs	MPS Limited	95.13	236.79
2 Rent and other administration expenses	MPS Limited	71.12	39.27
3 Fixed assets sale	MPS Limited	0.84	-
4 Loan received	MPS Limited	-	2,000.00
5 Repayment of loan	MPS Limited	875.00	2,163.96
6 Reimbursement of expenses received	MPS Limited	17.62	51.31
7 Dividend paid	MPS Limited	585.90	-
8 Expenses incurred during the year by the Company	MPS North America LLC	18.43	79.52
	MPS Limited	6.13	25.99
	American Journal Experts LLC	50.80	-
	Semantico Limited	2.58	-
9 Director sitting fees	Mr. Ajay Mankotia	4.00	5.00
	Mrs. Yamini Tandon	3.00	5.00
	Mr. Kartik Khandige	1.00	-
10 Dividend income	Liberate Learning Pty Ltd	406.35	175.96

C Balance at the year end

Particulars	Name of related party	As at 31 March 2025	As at 31 March 2024
1 Intercorporate loan	MPS Limited	325.00	1,200.00
2 Trade payables	MPS North America LLC	1.59	8.56
3 Other financial liabilities	MPS Limited	-	5.73
4 Trade receivable	MPS Limited	-	15.13
5 Other financial assets	MPS Limited	-	36.00
6 Dividend receivable	Liberate Learning Pty Ltd	-	175.96
7 Interest accrued but not due	MPS Limited	-	0.93

Notes:

1 No amount has been written off / written back during the year in respect of dues from / to related parties.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.



33 Revenue

(i) Revenue from contracts with customers

Revenues for the year ended 31 March 2025 and 31 March 2024 are as follows:

Particulars	For the year ended	For the year ended
	31 March 2025	31 March 2024
eLearning	6,418.66	8,275.07
Revenue by geographical markets	For the year ended	For the year ended
	31 March 2025	31 March 2024
India (country of domicile)	322.17	750.59
Europe	1,506.51	1,343.73
United State of America	3,283.48	5,061.65
Rest of the World	1,306.50	1,119.09
Total	6,418.66	8,275.07

(ii) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

Particulars	As at	As at
	31 March 2025	31 March 2024
Receivables, which are included in 'trade and other receivables' (refer note no. 9)	673.91	1,589.30
Contract assets (refer note no. 8 (ii))	273.32	242.73
Contract liabilities (refer note no. 16)	1,060.66	2,280.17

Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

Significant changes in the contract assets and the contract liabilities balances are as follows

Particulars	For the year ended		For the year ended	
	31 March 2025		31 March 2024	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
Balance as at beginning of the year	242.73	2,261.91	1,083.01	2,826.51
Contract liability acquired on account of business combination (refer note 38)	-	-	-	-
Increases due to cash received, excluding amounts recognised as revenue during the period	-	477.89	-	1,147.27
Revenue recognised that was included in the unearned balance at the beginning of the year	-	(1,695.80)	-	(1,711.87)
Advance received from customer	-	16.66	-	18.26
Contract assets acquired on account of business combination (refer note 38)	-	-	-	-
Increases due to revenue recognised during the year	273.32	-	242.73	-
Transfers from contract assets recognised at the beginning of the year to receivables	(242.73)	-	(1,083.01)	-
Balance at the end of the year	273.32	1,060.66	242.73	2,280.17

(iii) Transaction price allocated to the remaining performance obligations

The Company applies the practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.



34 Contingent liabilities and commitments to the extent not provided for:

- (a) There are no contingent liabilities as at 31 March 2025 and as at 31 March 2024.

Note:

The Honorable Supreme Court on 28 February 2019 had provided its judgment regarding inclusion of other allowances such as travel allowances, special allowances, etc., within the expression 'basic wages' for the purpose of computation of contribution of provident fund under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ('EPF Act'). There are interpretive challenges on the application of the Supreme Court Judgment including the period from which judgment would apply, consequential implications on resigned employees, etc. Further, various stakeholders have also filed representations with PF authorities in this respect. All these factors raises significant uncertainty regarding the implementation of the Supreme Court Judgment. Owing to the aforesaid uncertainty and pending clarification from regulatory authorities in this regard, the Company has recognized provision for the PF contribution on the basis of above mentioned order with effect from the order date. Further, the management believes that impact of aforementioned uncertainties on the financial statements of the Company should not be material.

(b) Commitments as at year end

Estimated amount of contracts remaining to be executed on capital account (net of advances) is Nil (31 March 2024: Nil).

35 Leases

- (i) In adopting Ind AS 116, the Company has applied the below practical expedients:

The Company has applied a single discount rate to a portfolio of leases with reasonably similar characteristics

The Company has treated the leases with remaining lease term of less than 12 months as if they were "short term leases"

The Company has not applied the requirements of Ind AS 116 for leases of low value assets.

- (ii) The Company has discounted lease payments using the applicable incremental borrowing rate which is 10% p.a for measuring the lease liability having lease term of 3 years.

(iii) Reconciliation of lease liabilities

Particulars	As at	As at
	31 March 2025	31 March 2024
Balance as at beginning of the year	111.14	-
Acquisitions through business combinations (refer note 39)	-	-
Addition during the year	-	149.32
Interest on lease liabilities (refer note 21)	8.55	9.32
Repayment of lease liabilities including interest expenses	(57.00)	(47.50)
Impact on lease termination	-	-
Balance at the end of the year	62.69	111.14

(iv) Following amount has been recognised in the statement of profit and loss

Particulars	As at	As at
	31 March 2025	31 March 2024
Interest on lease liabilities (refer note 21)	8.55	9.32
Depreciation on right-of-use assets (refer note 22)	49.77	41.48
Deferred tax (credit) (refer note 12)	0.33	0.83
Impact on the statement of profit and loss for the year	58.65	51.63

(v) Amount recognised in the statement of cash flow

Particulars	As at	As at
	31 March 2025	31 March 2024
Repayment of lease liabilities excluding interest	(48.45)	(38.18)
Repayment of interest (refer note 21)	(8.55)	(9.32)
Impact on the statement of cash flows for the year	(57.00)	(47.50)



36 Acquisition of Liberate Group

Last year on 31 August 2023, the Company acquired 65% of the shares held by the shareholders of each entity of Liberate Group i.e. Liberate Learning Pty Ltd (Australia), Liberate eLearning Pty Ltd (Australia), App-eLearn Pty Ltd (Australia), and Liberate Learning Limited (New Zealand) for a consideration of AUD 9.32 million (INR 5,014.32 lacs). The consideration of AUD 9.32 million (INR 5,014.32 lacs) includes immediate cash payout, deferred contingent consideration and holdback amount towards net working capital adjustments. The consideration of AUD 7.58 Million (INR 4080.18 lacs) due at completion was paid upon acquisition and the remaining amount will be paid at a later date as per the terms of the Share Purchase Agreement ("SPA") and other transaction documents dated 29 August 2023 and 31 August 2023. The aforementioned consideration of AUD 9.32 million (INR 5,014.32) has been revised to AUD 9.10 million (INR 4,905.20 lacs) post net working capital adjustments carried out in accordance with the SPA and accordingly balance hold back amount towards net working capital adjustment amounting to AUD 0.22 million (INR 125.36 lacs) has been paid after adjustments.

The remaining 35% shareholding of each of the entities of Liberate Group will be acquired in subsequent tranches based upon valuation methodology as agreed under the transaction documents. The Company has recognised value of call and put option as per the requirements of applicable Ind AS.

i) Contingent consideration

The obligation to pay contingent consideration to the promoters of the Liberate Group has been recorded at fair value as per the terms of the SPA which primarily specifies the payment of additional consideration on achievement of specified performance targets over the next two years. The Liberate group has not achieved the target during the year ended 30 June 2024 (FY'24). Further, during the nine months period ended on 31 March 2025, Liberate group had revenue of AUD 5.56 Million and EBITDA of AUD 1.38 Million. Thus, the management of the group after considering the current and expected performance in the next three months has de-recognised contingent consideration liability amounting to INR 591.07 Lacs and recorded the same as an exceptional item in the statement of profit and loss.

ii) Derivative asset

The derivative asset as per put and call option arrangement for acquisition of the remaining 35% interest of Liberate Group has been recorded at AUD 0.60 Million (INR 312.94 lacs) as financial liability for future acquisition. The value of the same has been determined basis fair valuation performed by valuation specialist as per SPA. This amount was re-measured at AUD 1.187 Million (INR 638.74 lacs) and an increase of AUD 0.59 Million (INR 313.72 lacs) has been recorded as income in the statement of profit and loss along-with exchange difference (gain) of INR 12.08 lacs.

37 Corporate social responsibility (CSR) expense

Provision of Section 135 of the Companies Act 2013 is applicable on the Company as threshold limits are triggered during the year. Therefore, as required by Section 135 of the Companies Act 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Company. The areas for CSR activities include imparting education to under privileged children's and girls, building intellect and instill higher values of life through education, promoting health care and any other area the Board may find appropriate. Gross amount required to be spent by the Company during the year was INR 30.55 Lacs. (INR 44 Lacs as on 31 March 2024)

Particulars	Year ended	Year ended
	31 March 2025	31 March 2024
a) Details of amount required, spent and shortfall in CSR expense during the year		
Amount required to be spent by the Company	30.45	44.00
Amount incurred during the year (Refer "b" below)	30.55	44.00
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Amount of provision made with respect to a liability incurred by entering into a contractual obligation	-	-

b) Amount spent by the Company on its CSR activities are as follows:

Purpose	Year ended		Year ended	
	31 March 2025		31 March 2024	
	Paid in cash	Yet to be paid in cash	Paid in cash	Yet to be paid in cash
(i) Construction/acquisition of any asset	-	-	-	-
(ii) On purposes other than (i) above				
Promoting education and skills	28.85	-	41.50	-
Promoting Gender Equality & Women Empowerment	1.70	-	2.50	-
Total	30.55	-	44.00	-

c) There was no shortfall as at 31 March 2025 (31 March 2024: Nil).

d) No contribution was made to any trust controlled by the Company or any related parties in relation to CSR expenditure.

e) No amount was spent on any on-going project.

38 Code on social security:

The Code on Social Security, 2020 relating to employee benefits during employment and post-employment benefits has been enacted, which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and rules are yet to be framed. The Company will assess the impact and will give appropriated impact in its financial results in the period in which, the Code becomes effective and the related rules are published



39 Loan

During previous year The Company received a loan of INR 2,000 Lacs from MPS Limited, its holding company for the acquisition of 65% Liberate Group of companies. Details of which are as follows :-

Name of lender	Date of loan	Amount	Purpose	Utilisation of funds	Date of investment
MPS Limited	14 Aug 2023	2,000	Investment	Acquisition of 65% Stack in Liberate Learning Pty Ltd, Liberate eLearning Pty Ltd, App eLearn Pty Ltd and Liberate Learning Ltd	31 Aug 2023

The above transaction is not in violation of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

40 Segment information

The company operates predominantly within a single reportable business i.e. eLearning. There are no separate reportable business segments. The aforesaid is in line with review of performance and allocation of resources by the chief operating decision maker.

Geographical information's:

The geographical information analysis the Company's revenue and non-current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information segment revenue has been based on the geographical location of customers and segment assets which have been based on the geographical location of the assets.

(i) Revenue by geographical markets

Particular	As at	As at
	31 March 2025	31 March 2024
India (country of domicile)	322.17	750.59
Europe	1,506.51	1,343.73
United State of America	3,283.48	5,061.65
Rest of the World	1,306.50	1,119.09
Total	6,418.66	8,275.06

(ii) Non-current assets (by geographical location of assets)*

Particular	INR in Lacs	
	As at	As at
	31 March 2025	31 March 2024
India (country of domicile)	12,388.34	12,910.99
United State of America	2.04	3.10
Rest of the World	0.31	0.31
Total	12,390.69	12,914.40

*Non-current assets are excluding financial instruments and deferred tax assets.



41 Additional regulatory informations

(a) Ratios

Ratios	Formulas for computation	Measures (Times / Percentage)	As at 31 March 2025	As at 31 March 2024	Variation	Remarks
Current Ratio	Current Assets / Current Liabilities	Times	1.18	0.92	28.15%	Improved due to efficiency in working capital management during the year ended 31 March 2025
Debt-Equity Ratio	Total Debts / Net Worth	Times	0.03	0.12	-76.36%	Improved due to repayment of inter corporate loan during the year ended 31 March 2025
Debt Service Coverage Ratio	EBITDA / Debt Service	Times	5.76	0.84	491.35%	Improved due to repayment of inter corporate loan during the year ended 31 March 2025
Return on Equity Ratio	Profit after Tax / Average Total Equity	Percentage	19.09%	10.67%	78.95%	Increased due to one-time exceptional income and overall increase in profitability on account of rationalisation of expenses during the year ended 31 March 2025.
Trade Receivable turnover Ratio	Revenue from Operations / Average Debtors	Times	5.31	4.74	11.90%	Not applicable as variation is less than 25%
Trade Payable turnover Ratio	Other expenses net off non cash expenses and CSR/ Average accounts payable	Times	7.40	4.56	62.16%	Increased due to reduction in credit period of vendors in line with market trends
Net Capital turnover Ratio	Revenue from Operations/ Average Working Capital (i.e Total Current Assets Less Total Current Liabilities)	Times	206.61	9.15	2156.79%	Improved due to decrease in working capital during the year ended 31 March 2025.
Net Profit Ratio	PAT/ Revenue from Operations	Percentage	30.92%	11.86%	160.64%	Increased due to one-time exceptional income and overall increase in profitability on account of rationalisation of expenses during the year ended 31 March 2025.
Return on Capital Employed	EBIT/Capital Employed (Net Worth +Lease Liabilities+Deferred Tax Liabilities)	Percentage	19.92%	11.88%	67.69%	Increased due to one-time exceptional income and overall increase in profitability on account of rationalisation of expenses during the year ended 31 March 2025.
Return on Investments	Profit before Tax / Total Assets	Percentage	17.06%	7.74%	120.58%	Increased due to one-time exceptional income and overall increase in profitability on account of rationalisation of expenses during the year ended 31 March 2025.

42 Audit Trail

The Ministry of Corporate Affairs (MCA) had prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall only use such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The new requirement was applicable with effect from the financial year beginning on 1 April 2023.

The Company uses an accounting software as the primary accounting software for maintaining its books of accounts. During the current financial year, the audit trail (edit log) features for any direct changes made at the database level were not enabled for the accounting software used for maintenance of purchase order and other accounting records by the Company. However, the audit trails (edit log) at the applications level (entered from the frontend by users) for the accounting software were operating for all relevant transactions recorded in the software and preserved by the Company as per the statutory requirements for record retention.

The Company also uses one third party application for processing its payroll. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SSAE 21, Statement on Standards for Attestation Engagements does not comment on existence of audit trail (edit logs) for any maintenance of logs of direct changes made at the database level. Further audit trail feature for the changes made through application level are retained for the period from 1 May 2023 to 31 March 2025 as the same results into slowing down of system due to huge volume of data.



43 Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company has not advanced or loaned or invested funds, to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (v) The Company has not received any fund, from any other person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not entered in any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company does not have any transactions with struck off companies. Struck off under sec 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

For Walker Chandiook & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 001076N/NS00013



Rohit Arora
Partner
Membership No.: 504774
Place : New Delhi
Date : 15 May 2025



For and on behalf of the Board of Directors of
MPS Interactive Systems Limited



Rahul Arora
Chairman, Chief Executive Officer
& Whole Time Director
DIN: 05353333
Place : Berlin, Germany
Date : 15 May 2025



Karthik Bhat Khandige
Director
DIN: 06730563
Place : Bangalore, Karnataka
Date : 15 May 2025



Prarthana Agarwal
Chief Financial Officer
Membership No.: 402811
Place : Noida, Uttar Pradesh
Date : 15 May 2025



Raman Sapra
Company Secretary
Membership No.: F9233
Place : Noida, Uttar Pradesh
Date : 15 May 2025

